

## **REMARKS**

### **Amendments**

The definitions of certain substituents and elements for the compounds recited in the claims have been narrowed by the amendments above. Most of the above amendments are made to simplify examination by further defining the cyclic structures and substituents to facilitate withdrawal of the restriction requirement. They are not made for purposes of patentability. This is the case for all of the amendments made to the method claims.

The amendments to the substituent R<sup>1</sup> in claims 31, 37, 43, 49 and 66 and substituent R<sup>a</sup> in claim 55 restricting the alkyl groups to C<sub>3</sub>-C<sub>6</sub> alkyl are made to exclude methyl and further distinguish prior art references of record such as A.J. Boulton.

### **Restriction**

Applicants respectfully request reconsideration of the requirement of the restriction. While it is stated in the office action that search and examination of the entire application would be a serious burden without restriction, no evidence has been presented that the search and examination of Groups I and II can not take place simultaneously. No classes and subclasses for the subject matter of Group II have been identified. Common structural features such as urea functionality and the five membered cyclic structure on one side of the urea functional group may prescribe a common search field or strategy for the subject matter of Groups I and II, particularly if a structure search is performed on a computer. In which case, it should not be an undue burden to search and examine compounds with these common structural features simultaneously.

### **Rejection under 35 USC §112, first paragraph**

The pending claims satisfied the requirements of 35 USC §112, first paragraph prior to the above amendments and still satisfy these requirements. There is no evidence of record to the contrary. Reference is made in the Office Action to the factors set forth in *In Re Wands*, 858 F.2d. 731, 8 USPQ2d 1400 (Fed. Cir. 1988), for considering whether the claimed subject matter

F.2d. 731, 8 USPQ2d 1400 (Fed. Cir. 1988), for considering whether the claimed subject matter is enabled by the specification. Factors specifically identified are: the breadth of the claims, the level of predictability in the art and the amount of direction provided by the inventor. Conclusions have been made with regard to these factors but no evidence has been presented to support or explain these conclusions. No mention is made of the 397 specific compounds identified in the tables of the specification with respect to the direction offered by the inventors. These compounds include structures other than phenyl and pyridyl. The general and specific disclosure within the specification clearly provides sufficient direction to make and use the compounds claimed and perform the methods claimed. No reasons are given within the office action why these teachings are inadequate and no evidence has been presented to support a finding that one skilled in the art could not use the genus as a whole without undue experimentation.

Assays for the inhibition of raf Kinase activity are well known to those skilled in the art and routine. It is not necessary to provide results of cellular assays and in-vivo assays for any of the claimed compounds. One skilled in the art could determine the raf Kinase inhibiting activity of a particular compound without undue experimentation. Therefore, the specification satisfies the requirements of 35 USC §112, first paragraph in providing an enabling disclosure for the full scope of the claimed subject matter.

Information Disclosure Statements

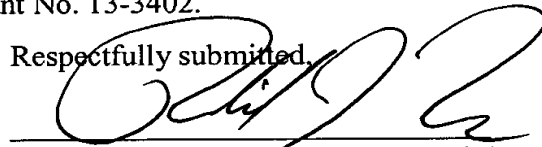
Acknowledgement that the Information Disclosure Statements filed on October 18, 2000, June 27, 2001 and May 1, 2002 have been received and the references considered is respectfully requested.

Conclusion

Withdrawal of the restriction requirement and the rejection under 35 USC §112, first paragraph are earnestly solicited and consideration of the amended claims and cited references are respectfully requested.

The Commissioner is hereby authorized to charge any fees associated with this response or credit any overpayment to Deposit Account No. 13-3402.

Respectfully submitted,



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**VERSION WITH MARKINGS TO SHOW CHANGES MADE**

**IN THE CLAIMS**

Please amend claims -- as follows:

1. A method for the treatment of cancerous cell growth mediated by raf kinase comprising administering a compound of formula I



wherein B is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, a substituted or unsubstituted, up to tricyclic, aryl or heteroaryl moiety of up to 30 carbon atoms with at least one 5- or 6- member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur, wherein if B is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and X<sub>n</sub>, wherein n is 0-3 and each X is independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -C(O)R<sup>5</sup>, -NO<sub>2</sub>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, C<sub>1</sub>-C<sub>10</sub> alkoxy, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, phenyl, pyridinyl, naphthyl, isoquinolinyl, quinolinyl [C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>3</sub>-C<sub>13</sub> heteroaryl, C<sub>4</sub>-C<sub>23</sub> alkheteroaryl,] up to per halo-substituted C<sub>1</sub>-C<sub>10</sub> alkyl, up to per halo-substituted C<sub>2</sub>-C<sub>10</sub> alkenyl, up to per halo-substituted C<sub>1</sub>-C<sub>10</sub> alkoxy, up to per halo-substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, [substituted C<sub>4</sub>-C<sub>23</sub> alkheteroaryl] and -Y-Ar;

~~wherein if X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -NO<sub>2</sub>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup> and halogen up to per halo-substitution;~~

wherein R<sup>5</sup> and R<sup>5'</sup> are independently selected from H, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>3</sub>-C<sub>13</sub> heteroaryl, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>4</sub>-C<sub>23</sub> alkheteroaryl] up to per-halosubstituted C<sub>1</sub>-C<sub>10</sub> alkyl, up to per-halosubstituted C<sub>2</sub>-C<sub>10</sub> alkenyl[,] and up to per-

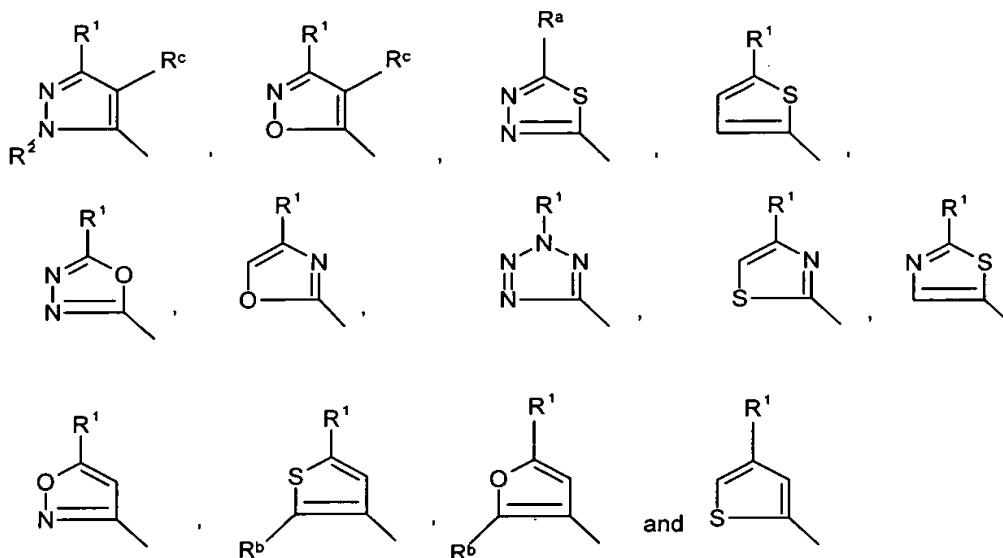
halosubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, ~~up to per-halosubstituted C<sub>6</sub>-C<sub>14</sub>-aryl and up to per-halosubstituted C<sub>3</sub>-C<sub>13</sub>-heteroaryl,~~

wherein Y is - O-, -S-, -N(R<sup>5</sup>)-, -(CH<sub>2</sub>)<sub>m</sub>-, -C(O)-, -CH(OH)-, -(CH<sub>2</sub>)<sub>m</sub>O-,  
-NR<sup>5</sup>C(O)NR<sup>5</sup>NR<sup>5'</sup>-, -NR<sup>5</sup>C(O)-, -C(O)NR<sup>5</sup>-, -(CH<sub>2</sub>)<sub>m</sub>S-, -(CH<sub>2</sub>)<sub>m</sub>N(R<sup>5</sup>)-, -O(CH<sub>2</sub>)<sub>m</sub>-,  
-CHX<sup>a</sup>, -CX<sup>a</sup><sub>2</sub>-, -S-(CH<sub>2</sub>)<sub>m</sub>- and -N(R<sup>5</sup>)(CH<sub>2</sub>)<sub>m</sub>-,

m = 1-3, and X<sup>a</sup> is halogen; and

Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, optionally a 5-10 member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur which is unsubstituted or substituted by halogen up to per-halosubstitution and optionally substituted by Z<sub>n1</sub>, wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of -CN, =O, -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -C(O)-NR<sup>5</sup>, -NO<sub>2</sub>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup>, -C(O)R<sup>5</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, -SO<sub>2</sub>R<sup>5</sup>, SO<sub>2</sub>NR<sup>5</sup>R<sup>5'</sup>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> alkoxy, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>6</sub>-C<sub>14</sub>-aryl, C<sub>3</sub>-C<sub>13</sub>-heteroaryl, C<sub>7</sub>-C<sub>24</sub>-alkaryl, C<sub>4</sub>-C<sub>23</sub>-alkheteroaryl, up to per halo-substituted C<sub>1</sub>-C<sub>10</sub> alkyl, and up to per halo-substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, substituted C<sub>7</sub>-C<sub>24</sub>-alkaryl and substituted C<sub>4</sub>-C<sub>23</sub>-alkheteroaryl; wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, =O, -OR<sup>5</sup>, -SR<sup>5</sup>, -NO<sub>2</sub>, -NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> alkoxy, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>3</sub>-C<sub>13</sub>-heteroaryl, C<sub>6</sub>-C<sub>14</sub>-aryl, C<sub>4</sub>-C<sub>24</sub>-alkheteroaryl and C<sub>7</sub>-C<sub>24</sub>-alkaryl, and

A is a heteroaryl moiety selected from the group consisting of



wherein

$R^1$  is selected from the group consisting of halogen,  $C_3$ - $C_{10}$  alkyl,  $C_3$ - $C_{10}$  cycloalkyl,  $C_1$ - $C_{13}$  heteroaryl,  $C_6$ - $C_{14}$  aryl,  $C_7$ - $C_{24}$  alkaryl, up to per-halosubstituted  $C_1$ - $C_{10}$  alkyl, up to per-halosubstituted  $C_3$ - $C_{10}$  cycloalkyl, up to per-halosubstituted  $C_1$ - $C_{13}$  heteroaryl, up to per-halosubstituted  $C_6$ - $C_{14}$  aryl, and up to per-halosubstituted  $C_7$ - $C_{24}$  alkaryl;

$R^2$  is selected from the group consisting of H,  $-C(O)R^4$ ,  $-CO_2R^4$ ,  $-C(O)NR^3R^3$ ,  $C_1$ - $C_{10}$  alkyl,  $C_3$ - $C_{10}$  cycloalkyl,  $C_7$ - $C_{24}$  alkaryl,  $C_4$ - $C_{23}$  alkheteroaryl, substituted  $C_1$ - $C_{10}$  alkyl, substituted  $C_3$ - $C_{10}$  cycloalkyl, substituted  $C_7$ - $C_{24}$  alkaryl and substituted  $C_4$ - $C_{23}$  alkheteroaryl,

where  $R^2$  is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of  $-CN$ ,  $-CO_2R^4$ ,  $-C(O)-NR^3R^3$ ,  $-NO_2$ ,  $-OR^4$ ,  $-SR^4$ , and halogen up to per-halosubstitution,

wherein  $R^3$  and  $R^3$  are independently selected from the group consisting of H,  $-OR^4$ ,  $-SR^4$ ,  $-NR^4R^4$ ,  $-C(O)R^4$ ,  $-CO_2R^4$ ,  $-C(O)NR^4R^4$ ,  $C_1$ - $C_{10}$  alkyl,  $C_3$ - $C_{10}$  cycloalkyl, phenyl, pyridinyl, naphthyl, isoquinolinyl or quinolinyl  ~~$C_6$ - $C_{14}$  aryl,  $C_3$ - $C_{13}$  heteroaryl,  $C_7$ - $C_{24}$  alkaryl,  $C_4$ - $C_{23}$  alkheteroaryl~~, up to per-halosubstituted  $C_1$ - $C_{10}$  alkyl, up to per-halosubstituted  $C_3$ - $C_{10}$  cycloalkyl, and up to per-

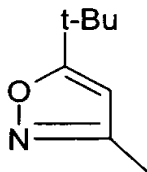
halosubstituted, phenyl, pyridinyl, naphthyl, isoquinolinyl or quinolinyl C<sub>6</sub>-C<sub>14</sub>-aryl and up to per-halosubstituted C<sub>3</sub>-C<sub>13</sub>-heteroaryl; and

wherein R<sup>4</sup> and R<sup>4'</sup> are independently selected from the group consisting of H, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, , phenyl, pyridinyl, naphthyl, isoquinolinyl, quinolinyl C<sub>6</sub>-C<sub>14</sub>-aryl, C<sub>3</sub>-C<sub>13</sub>-heteroaryl, C<sub>7</sub>-C<sub>24</sub>-alkaryl, C<sub>4</sub>-C<sub>23</sub>-alkheteroaryl, up to per-halosubstituted C<sub>1</sub>-C<sub>10</sub> alkyl, up to per-halosubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, and up to per-halosubstituted, phenyl, pyridinyl, naphthyl, isoquinolinyl or quinolinyl C<sub>6</sub>-C<sub>14</sub>-aryl and up to per-halosubstituted C<sub>3</sub>-C<sub>13</sub>-heteroaryl,

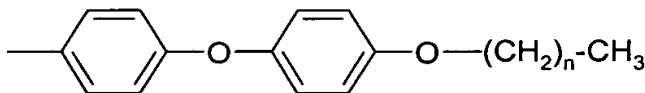
R<sup>a</sup> is C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, up to per-halosubstituted C<sub>1</sub>-C<sub>10</sub> alkyl and up to per-halosubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl; and

R<sup>b</sup> is hydrogen or halogen,

R<sup>c</sup> is hydrogen, halogen, C<sub>1</sub>-C<sub>10</sub> alkyl, up to per-halosubstituted C<sub>1</sub>-C<sub>10</sub> alkyl or combines with R<sup>1</sup> and the ring carbon atoms to which R<sup>1</sup> and R<sup>c</sup> are bound to form a 5- or 6-membered cycloalkyl, aryl or hetaryl ring with 0-2 members selected from O, N and S; subject to the proviso that where A is

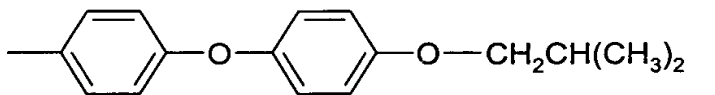


B is not

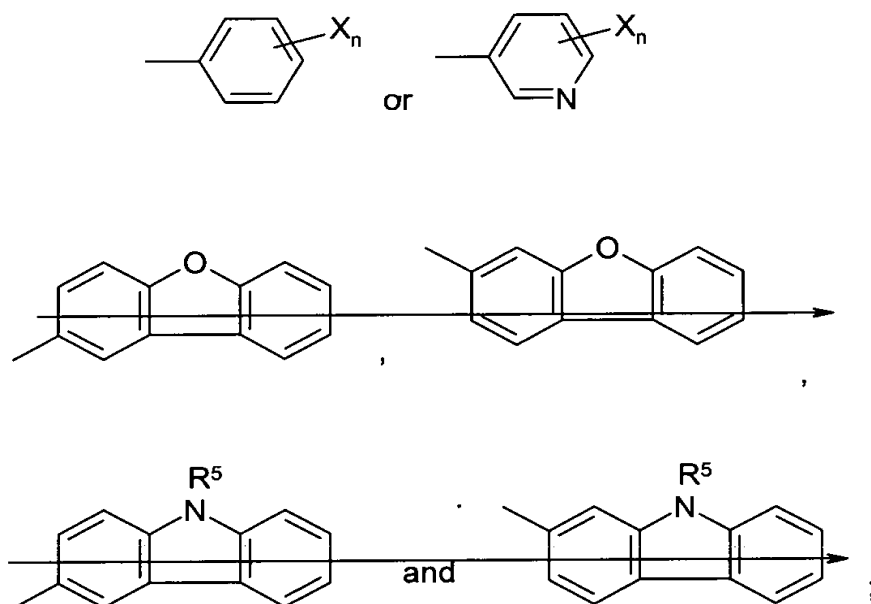


wherein n = 2-4,

or



2. A method as in claim 1, wherein B is ~~up to a tricyclic aromatic ring structure selected from the group consisting of~~



which is substituted or unsubstituted by halogen, up to per-halosubstitution, and wherein

$n = 0-3$  1-3 and

each X is independently selected from the group consisting of  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{C}(\text{O})\text{R}^5$ ,  $-\text{NO}_2$ ,  $-\text{OR}^5$ ,  $-\text{SR}^5$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$ ,  $\text{C}_1\text{-C}_{10}$  alkyl,  $\text{C}_2\text{-C}_{10}$  alkenyl,  $\text{C}_4\text{-C}_{10}$  alkoxy,  $\text{C}_3\text{-C}_{10}$  cycloalkyl,  $\text{C}_6\text{-C}_{14}$  aryl,  $\text{C}_7\text{-C}_{24}$  alkaryl,  $\text{C}_3\text{-C}_{13}$  heteroaryl,  $\text{C}_4\text{-C}_{23}$  alkheteroaryl, and substituted  $\text{C}_1\text{-C}_{10}$  alkyl, substituted  $\text{C}_2\text{-C}_{10}$  alkenyl, substituted  $\text{C}_4\text{-C}_{10}$  alkoxy, substituted  $\text{C}_3\text{-C}_{10}$  cycloalkyl, substituted  $\text{C}_4\text{-C}_{23}$  alkheteroaryl and  $\text{C}_{1-4}$  alkyl, up to per-halosubstituted  $\text{C}_{1-4}$  alkyl and  $-\text{Y-Ar}$ ;

wherein if X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{R}^5$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{OR}^5$ ,  $-\text{SR}^5$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $-\text{NO}_2$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$  and halogen up to per-halosubstitution;

wherein  $\text{R}^5$  and  $\text{R}^{5'}$  are independently selected from H,  $\text{C}_1\text{-C}_{10}$  alkyl,  $\text{C}_2\text{-C}_{10}$  alkenyl,  $\text{C}_3\text{-}$



~~C<sub>10</sub>-cycloalkyl, C<sub>6</sub>-C<sub>14</sub>-aryl, C<sub>3</sub>-C<sub>13</sub>-heteroaryl, C<sub>7</sub>-C<sub>24</sub>-alkaryl, C<sub>4</sub>-C<sub>23</sub>-alkheteroaryl, up to per-halosubstituted C<sub>1</sub>-C<sub>10</sub>-alkyl, up to per-halosubstituted C<sub>2</sub>-C<sub>10</sub>-alkenyl, up to per-halosubstituted C<sub>3</sub>-C<sub>10</sub>-cycloalkyl, up to per-halosubstituted, C<sub>6</sub>-C<sub>14</sub>-aryl and up to per-halosubstituted C<sub>3</sub>-C<sub>13</sub>-heteroaryl,~~

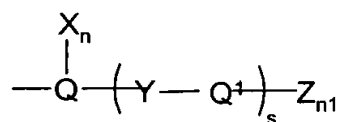
wherein Y is -O-, -S-, -N(R<sup>5</sup>)-, -(CH<sub>2</sub>)<sub>m</sub>-, -C(O)-, -CH(OH)-, -(CH<sub>2</sub>)<sub>m</sub>O-,  
-NR<sup>5</sup>C(O)NR<sup>5</sup>NR<sup>5'</sup>-, -NR<sup>5</sup>C(O)-, -C(O)NR<sup>5</sup>-, -(CH<sub>2</sub>)<sub>m</sub>S-, -(CH<sub>2</sub>)<sub>m</sub>N(R<sup>5</sup>)-, -O(CH<sub>2</sub>)<sub>m</sub>-,  
-CHX<sup>a</sup>-, -CX<sup>a</sup><sub>2</sub>-, -S-(CH<sub>2</sub>)<sub>m</sub>- and -N(R<sup>5</sup>)(CH<sub>2</sub>)<sub>m</sub>-,

m = 1-3, and X<sup>a</sup> is halogen; and

Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, optionally a 5-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur which is unsubstituted or substituted by halogen up to per-halosubstitution and optionally substituted by Z<sub>n1</sub>, wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of -CN, =O, -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -C(O)R<sup>5</sup>, -NO<sub>2</sub>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup>, -C(O)R<sup>5</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, -SO<sub>2</sub>R<sup>5</sup>, -SO<sub>2</sub>R<sup>5</sup>R<sup>5'</sup>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> alkoxy, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, ~~C<sub>6</sub>-C<sub>14</sub>-aryl, C<sub>3</sub>-C<sub>13</sub>-heteroaryl, C<sub>7</sub>-C<sub>24</sub>-alkaryl, C<sub>4</sub>-C<sub>23</sub>-alkheteroaryl,~~ up to per halo-substituted C<sub>1</sub>-C<sub>10</sub> alkyl, and up to per halo-substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl,

wherein R<sup>5</sup> and R<sup>5'</sup> are independently selected from H, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, up to per-halosubstituted C<sub>1</sub>-C<sub>10</sub> alkyl, up to per-halosubstituted C<sub>2</sub>-C<sub>10</sub> alkenyl and up to per-halosubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl [~~substituted C<sub>7</sub>-C<sub>24</sub>-alkaryl and substituted C<sub>4</sub>-C<sub>23</sub>-alkheteroaryl;~~ wherein if Z is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NO<sub>2</sub>, -NR<sup>5</sup>R<sup>5'</sup>, -O, -NR<sup>5</sup>C(O)R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> alkoxy, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>3</sub>-C<sub>13</sub>-heteroaryl, C<sub>6</sub>-C<sub>14</sub>-aryl, C<sub>4</sub>-C<sub>24</sub>-alkheteroaryl and C<sub>7</sub>-C<sub>24</sub>-alkaryl.

3. A method of claim 1, wherein B is



wherein

Y is selected from the group consisting of -O-, -S-, -CH<sub>2</sub>-, -SCH<sub>2</sub>-, -CH<sub>2</sub>S-,  
-CH(OH)-, -C(O)-, -CX<sup>a</sup><sub>2</sub>, -CX<sup>a</sup>H-, -CH<sub>2</sub>O- and -OCH<sub>2</sub>-,

X<sup>a</sup> is halogen,

Q is phenyl or pyridinyl, ~~a six member aromatic structure containing 0-2 nitrogen,~~  
substituted or unsubstituted by halogen, up to per-halosubstitution;

Q<sup>1</sup> is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl,  
isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl,  
thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl,  
benzisoazolyl, benzothiazolyl or benzisothiazolyl, optionally substituted ~~a mono- or bicyclic~~  
~~aromatic structure of 3 to 10 carbon atoms and 0-4 members of the group consisting of N, O and~~  
~~S, unsubstituted or unsubstituted~~ by halogen up to per-halosubstitution,

X, Z, n and n1 are as defined in claim 1, and s = 0 or 1.

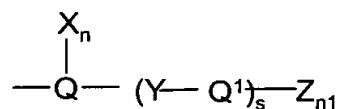
4. A method as in claim 3, wherein

Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-  
halosubstitution,

Q<sup>1</sup> is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl,  
quinoline, isoquinoline, imidazole and benzothiazolyl, substituted or unsubstituted by halogen,  
up to per-halo substitution, ~~or Y-Q<sup>1</sup> is phthalimidinyl substituted or unsubstituted by halogen up~~  
~~to per-halo substitution;~~ and

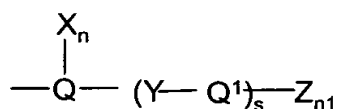
~~Z and X are~~ each X is independently selected from the group consisting of -R<sup>6</sup>, -OR<sup>6</sup> and  
-NHR<sup>7</sup>, wherein R<sup>6</sup> is hydrogen, C<sub>1</sub>-C<sub>10</sub>-alkyl or C<sub>3</sub>-C<sub>10</sub>-cycloalkyl and R<sup>7</sup> is selected from the  
group consisting of hydrogen, C<sub>3</sub>-C<sub>10</sub>-alkyl, and C<sub>3</sub>-C<sub>6</sub>-cycloalkyl ~~and C<sub>6</sub>-C<sub>10</sub>-aryl~~, wherein R<sup>6</sup>  
and R<sup>7</sup> can be substituted by halogen or up to per-halosubstitution.

6. A method as in claim 5, wherein B is of the formula



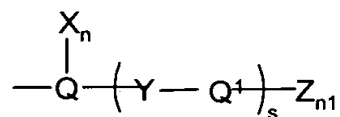
wherein Q is phenyl or pyridinyl, optionally substituted by halogen up to per-halosubstitution, Q<sup>1</sup> is pyridinyl, phenyl or benzothiazolyl optionally substituted by halogen up to per-halosubstitution, Y is -O-, -S-, -CH<sub>2</sub>S-, -SCH<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>- or -CH<sub>2</sub>-, X is C<sub>1</sub>-C<sub>4</sub> alkyl or up to per-halosubstituted C<sub>1</sub>-C<sub>4</sub> alkyl and Z is as defined in claim 1 -SCH<sub>3</sub> or -NH-C(O)-C<sub>p</sub>H<sub>2p+1</sub> wherein p is 1-4, ~~n=0~~ n = 0 or 1, s = 1 and n1 = 0-1.

10. A method as in claim 9, wherein B is of the formula



Q is phenyl or pyridinyl, optionally substituted by halogen up to per-halosubstitution, Q<sup>1</sup> is pyridinyl, phenyl or benzothiazolyl optionally substituted by halogen up to per-halosubstitution, Y is -O-, -S-, -C(O)- or -CH<sub>2</sub>-, ~~X is -CH<sub>3</sub>~~ X is C<sub>1</sub>-C<sub>4</sub> alkyl or up to per-halosubstituted C<sub>1</sub>-C<sub>4</sub> alkyl and Z is as defined in claim 1 -NH-C(O)-C<sub>p</sub>H<sub>2p+1</sub>, ~~wherein p is 1-4, CH<sub>3</sub>, OH, OCH<sub>3</sub>, C<sub>2</sub>H<sub>5</sub>, CN or C(O)CH<sub>3</sub>~~, n = 0 or 1, s = 0 or 1 and n1 = 0 or 1.

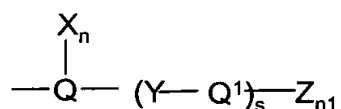
14. A method as in claim 13, wherein B is of the formula



Q is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Q<sup>1</sup> is phenyl, benzothiazolyl or pyridinyl optionally substituted by halogen up to per-halosubstitution,

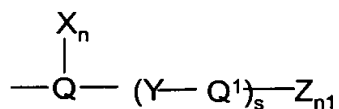
Y is -O-, -S- or -CH<sub>2</sub>-, X is C<sub>1</sub>-C<sub>4</sub> alkyl or up to per-halosubstituted C<sub>1</sub>-C<sub>4</sub> alkyl, Z is as defined in claim 1 ~~-CH<sub>3</sub>-, Cl-, OC<sub>2</sub>H<sub>5</sub>- or -OCH<sub>3</sub>-, n=0~~ n = 0 or 1, s = 1, and n<sub>1</sub> = 0 or 1.

18. A method as in claim 17, wherein B is of the formula



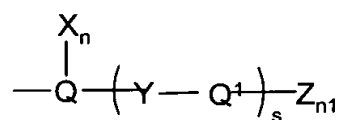
wherein Q is phenyl optionally substituted by halogen up to per-halosubstitution, Q<sup>1</sup> is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Y is -O- or -S-, X is C<sub>1</sub>-C<sub>4</sub> alkyl or up to per-halosubstituted C<sub>1</sub>-C<sub>4</sub> alkyl, Z is as defined in claim 1, ~~n = 0 or 1~~ n = 0 or 1 Z is ~~Cl-, CH<sub>3</sub>-, OH or OCH<sub>3</sub>-, n=0~~, s = 0 or 1 and n<sub>1</sub> = 0-2.

22. A method as in claim 21, wherein B is of the formula



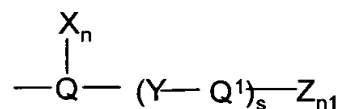
wherein Q is phenyl optionally substituted by halogen up to per-halosubstitution, Q<sup>1</sup> is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Y is -O- or -S-, X is C<sub>1</sub>-C<sub>4</sub> alkyl or up to per-halosubstituted C<sub>1</sub>-C<sub>4</sub> alkyl, s = 1, ~~n=0 and n<sub>1</sub>=0~~ Z is as defined in claim 1, n = 0 or 1 and n<sub>1</sub> = 0 or 1.

26. A method as in claim 25, wherein B is up to per-halosubstituted phenyl, up to perhalosubstituted pyridinyl, or of the formula



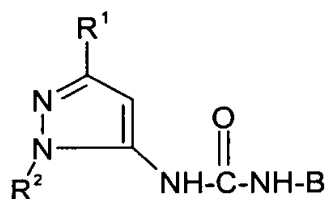
wherein Q is phenyl optionally substituted by halogen up to per-halosubstitution, Q<sup>1</sup> is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, and Y is -O- or -S-, X is C<sub>1</sub>-C<sub>4</sub> alkyl or up to per-halosubstituted C<sub>1</sub>-C<sub>4</sub> alkyl, Z is as defined in claim 1 -Cl, -CH<sub>3</sub>, -OH or -OCH<sub>3</sub>, n = 0 or 1, s = 0 or 1 and n1 = 0-2.

29. A method as in claim 28, wherein B is of the formula



wherein Q is phenyl optionally substituted by halogen up to per-halosubstitution, Q<sup>1</sup> is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, and Y is -O- or -S-, X is C<sub>1</sub>-C<sub>4</sub> alkyl or up to per-halosubstituted C<sub>1</sub>-C<sub>4</sub> alkyl, Z is as defined in claim 1, n = 0 or 1 -Cl or -OCH<sub>3</sub>, n = 0, s = 0 or 1 and n1 = 0-2.

31. A compound of the formula



wherein  $R^2$  is selected from the group consisting of H,  $-C(O)R^4$ ,  $-CO_2R^4$ ,  $-C(O)NR^3R^{3'}$ ,  $C_1-C_{10}$  alkyl,  $C_3-C_{10}$  cycloalkyl,  ~~$C_7-C_{24}$  alkaryl,  $C_4-C_{23}$  alkheteroaryl~~, substituted  $C_1-C_{10}$  alkyl, substituted  $C_3-C_{10}$  cycloalkyl, ~~substituted  $C_7-C_{24}$  alkaryl and substituted  $C_4-C_{23}$  alkheteroaryl~~, where if  $R^2$  is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of  $-CN$ ,  $-CO_2R^4$ ,  $-C(O)NR^3R^{3'}$ ,  $-NO_2$ ,  $-OR^4$ ,  $-SR^4$ , and halogen up to per-halosubstitution,

wherein  $R^3$  and  $R^{3'}$  are independently selected from the group consisting of H,  $-OR^4$ ,  $-SR^4$ ,  $-NR^4R^{4'}$ ,  $-C(O)R^4$ ,  $-CO_2R^4$ ,  $-C(O)NR^4R^{4'}$ ,  $C_1-C_{10}$  alkyl,  $C_3-C_{10}$  cycloalkyl,  ~~$C_6-C_{14}$  aryl,  $C_3-C_{13}$  heteroaryl,  $C_7-C_{24}$  alkaryl,  $C_4-C_{23}$  alkheteroaryl~~, up to per-halosubstituted  $C_1-C_{10}$  alkyl; and up to per-halosubstituted  $C_3-C_{10}$  cycloalkyl, ~~up to per-halosubstituted  $C_6-C_{14}$  aryl and up to per-halosubstituted  $C_3-C_{13}$  heteroaryl~~; and

wherein  $R^4$  and  $R^{4'}$  are independently selected from the group consisting of H,  $C_1-C_{10}$  alkyl,  $C_3-C_{10}$  cycloalkyl,  ~~$C_6-C_{14}$  aryl,  $C_3-C_{13}$  heteroaryl,  $C_7-C_{24}$  alkaryl,  $C_4-C_{23}$  alkheteroaryl~~, up to per-halosubstituted  $C_1-C_{10}$  alkyl; and up to per-halosubstituted  $C_3-C_{10}$  cycloalkyl, ~~up to per-halosubstituted  $C_6-C_{14}$  aryl and up to per-halosubstituted  $C_3-C_{13}$  heteroaryl~~;

wherein  $R^1$  is selected from the group consisting of ~~halogen~~,  $C_3-C_{10}$   $C_3-C_6$  alkyl,  $C_{1-13}$  heteroaryl,  $C_6-C_{14}$  aryl,  $C_7-C_{24}$  alkaryl,  $C_3-C_{10}$   $C_3-C_6$  cycloalkyl, up to per-halosubstituted  $C_{1-10}$   $C_3-C_6$  alkyl and up to per-halosubstituted  $C_3-C_{10}$   $C_3-C_6$  cycloalkyl, ~~up to per-halosubstituted  $C_{1-13}$  heteroaryl, up to per-halosubstituted  $C_6-C_{14}$  aryl, and up to per-halosubstituted  $C_7-C_{24}$  alkaryl~~;

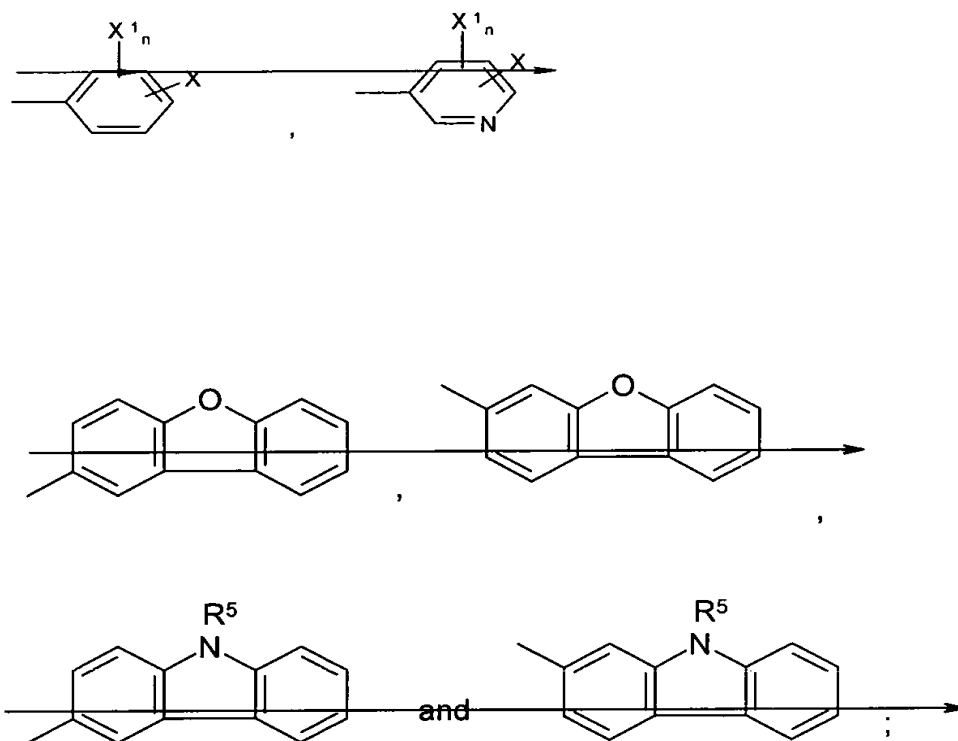
$R^0$  is hydrogen, halogen,  $C_{1-10}$  alkyl, up to per-halosubstituted  $C_{1-10}$  alkyl or combines with  $R^1$  and the ring carbon atoms to which  $R^1$  and  $R^0$  are bound to form a 5 or 6 member cycloalkyl, aryl or heteroaryl ring with 0-2 members selected from O, N, and S;

B is phenyl, pyridinyl, indolinyl, isoquinolinyl, quinolinyl, or naphthyl;

substituted by phenyl, pyridinyl or  $-Y-Ar$ ,

wherein the cyclic structures of B are optionally substituted by halogen, up to per halo,  
and

optionally substituted by  $X_n^1$  up to a tricyclic aromatic ring structure selected from the group consisting of:



which is substituted or unsubstituted by halogen, up to per halosubstitution, and wherein  $n = 0-2$ ; each  $X^1$  is independently selected from the group of  $X$  or from the group consisting of  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{R}^5$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{OR}^5$ ,  $-\text{NO}_2$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $\text{C}_1\text{-C}_{10}$  alkyl,  $\text{C}_{2-10}$ -alkenyl,  $\text{C}_{1-10}$ -alkoxy,  $\text{C}_3\text{-C}_{10}$  cycloalkyl,  $\text{C}_6\text{-C}_{14}$ -aryl and  $\text{C}_7\text{-C}_{24}$ -alkaryl, and  $X$  is selected from the group consisting of  $-\text{SR}^5$ ,  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$ ,  $\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$ ,  $\text{C}_3\text{-C}_{13}$ -heteroaryl,  $\text{C}_4\text{-C}_{23}$ -alkheteroaryl, substituted  $\text{C}_1\text{-C}_{10}$  alkyl, substituted  $\text{C}_{2-10}$ -alkenyl, substituted  $\text{C}_{1-10}$ -alkoxy, substituted  $\text{C}_3\text{-C}_{10}$  cycloalkyl, substituted  $\text{C}_6\text{-C}_{14}$ -aryl, substituted  $\text{C}_7\text{-C}_{24}$ -alkaryl, substituted  $\text{C}_3\text{-C}_{13}$ -heteroaryl, substituted  $\text{C}_4\text{-C}_{23}$ -alkheteroaryl, and  $-\text{Y-Ar}$ ,

wherein if  $X$  wherein if  $X^1$  is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{R}^5$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{OR}^5$ ,  $-\text{SR}^5$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $\text{NO}_2$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$  and halogen

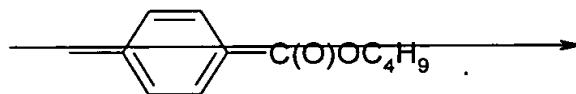
up to per-halosubstitution;

wherein  $R^5$  and  $R^{5'}$  are independently selected from H,  $C_1$ - $C_{10}$  alkyl,  $C_{2-10}$ -alkenyl,  $C_3$ - $C_{10}$  cycloalkyl,  $C_6$ - $C_{14}$  aryl,  $C_3$ - $C_{13}$  heteroaryl,  $C_7$ - $C_{24}$  alkaryl,  $C_4$ - $C_{23}$  alkheteroaryl, up to per-halosubstituted  $C_1$ - $C_{10}$  alkyl; up to per-halosubstituted  $C_{2-10}$ -alkenyl; and up to per-halosubstituted  $C_3$ - $C_{10}$  cycloalkyl, ~~up to per-halosubstituted  $C_6$ - $C_{14}$  aryl and up to per-halosubstituted  $C_3$ - $C_{13}$  heteroaryl,~~

wherein Y is -O-, -S-, -N( $R^5$ )-, -(CH<sub>2</sub>)<sub>m</sub>-, -C(O)-, -CH(OH)-, -(CH<sub>2</sub>)<sub>m</sub>O-, -NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5'</sup>-, -NR<sup>5</sup>C(O)-, -C(O)NR<sup>5</sup>-, -(CH<sub>2</sub>)<sub>m</sub>S-, -(CH<sub>2</sub>)<sub>m</sub>N( $R^5$ )-, -O(CH<sub>2</sub>)<sub>m</sub>-, -CHX<sup>a</sup>-, -CX<sup>a</sup><sub>2</sub>-, -S-(CH<sub>2</sub>)<sub>m</sub>- and -N( $R^5$ )(CH<sub>2</sub>)<sub>m</sub>-,

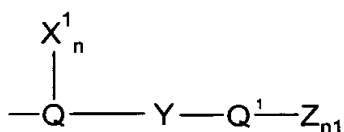
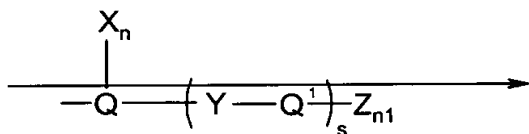
m = 1-3, and X<sup>a</sup> is halogen; and

Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, a 5-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur which is unsubstituted or substituted by halogen up to per-halo and optionally substituted by Z<sub>nl</sub>, wherein nl is 0 to 3 and each Z is independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)R<sup>5</sup>, =O, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -C(O)R<sup>5</sup>, -NO<sub>2</sub>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, -SO<sub>2</sub>R<sup>5</sup>, -SO<sub>2</sub>R<sup>5</sup>R<sup>5'</sup>,  $C_1$ - $C_{10}$  alkyl,  $C_1$ - $C_{10}$  alkoxy,  $C_3$ - $C_{10}$  cycloalkyl,  ~~$C_6$ - $C_{14}$  aryl,  $C_3$ - $C_{13}$  heteroaryl,  $C_7$ - $C_{24}$  alkaryl,  $C_4$ - $C_{23}$  alkheteroaryl,~~ substituted  $C_1$ - $C_{10}$  alkyl, and substituted  $C_3$ - $C_{10}$  cycloalkyl, ~~substituted  $C_7$ - $C_{24}$  alkaryl and substituted  $C_4$ - $C_{23}$  alkheteroaryl;~~ wherein if Z is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, =O, -OR<sup>5</sup>, -SR<sup>5</sup>, -NO<sub>2</sub>, -NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup>,  $C_1$ - $C_{10}$  alkyl,  $C_1$ - $C_{10}$  alkoxy, and  $C_3$ - $C_{10}$  cycloalkyl,  ~~$C_3$ - $C_{13}$  heteroaryl,  $C_6$ - $C_{14}$  aryl,  $C_4$ - $C_{24}$  alkheteroaryl, and  $C_7$ - $C_{24}$  alkaryl,~~ subject to the proviso that where R<sup>1</sup> is t-butyl and R<sup>2</sup> is methyl, B is not





32. A compound of claim 31, wherein B is



wherein

Y is selected from the group consisting of -O-, -S-, -CH<sub>2</sub>-, -SCH<sub>2</sub>-, -CH<sub>2</sub>S-,  
-CH(OH)-, -C(O)-, -CX<sup>a</sup><sub>2</sub>, -CX<sup>a</sup>H-, -CH<sub>2</sub>O-, and -OCH<sub>2</sub>-,

X<sup>a</sup> is halogen,

Q is ~~a six member aromatic structure containing 0-2 nitrogen, phenyl or pyridinyl~~  
substituted or unsubstituted by halogen, up to per-halosubstitution;

Q<sup>1</sup> is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, a mono or bicyclic aromatic structure of 3 to 10 carbon atoms and 0-4 members of the group consisting of N, O and S, unsubstituted or unsubstituted by halogen up to per-halosubstitution, X<sup>1</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl or halosubstituted C<sub>1</sub>-C<sub>4</sub> alkyl up to per halo,

X, Z, n and n1 are as defined in claim 31 and s=0 or 1.

33. A compound of claim 32, wherein

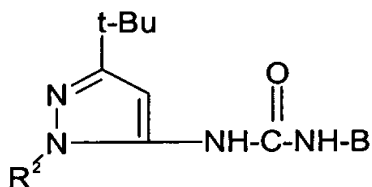
Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

Q<sup>1</sup> is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, ~~substituted or unsubstituted~~ optionally substituted by halogen, up to per-halo, ~~or -Y-Q<sup>1</sup> is phthalimidinyl-substituted or unsubstituted by halogen up to per-halosubstitution,~~ and X<sup>1</sup> is as defined in claim 32, and

~~Z and X are independently~~ Z is selected from the group consisting of -R<sup>6</sup>, -OR<sup>6</sup> and -NHR<sup>7</sup>, wherein R<sup>6</sup> is hydrogen, C<sub>1</sub>-C<sub>10</sub>-alkyl or C<sub>3</sub>-C<sub>10</sub>-cycloalkyl and R<sup>7</sup> is selected from the group consisting of hydrogen, C<sub>3</sub>-C<sub>10</sub>-alkyl, and C<sub>3</sub>-C<sub>6</sub>-cycloalkyl and C<sub>6</sub>-C<sub>10</sub>-aryl, wherein R<sup>6</sup> and R<sup>7</sup> can be substituted by halogen or up to per-halosubstitution.

34. A compound of claim 32, wherein Q is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Q<sup>1</sup> is pyridinyl, phenyl or benzothiazolyl optionally substituted by halogen up to per-halosubstitution, Y is -O-, -S-, -CH<sub>2</sub>S-, -SCH<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>- or -CH<sub>2</sub>-, X<sup>1</sup> is as defined in claim 32, and Z is -SCH<sub>3</sub>, or -NH-C(O)-C<sub>p</sub>H<sub>2p+1</sub>, wherein p is 1-4, n = 0 or 1 ~~n = 0~~, s = 1 and n1 = 0-1 .

35. A compound of ~~claim 31~~ of the formula



wherein R<sup>2</sup> is as defined in claim 31 and B ~~are as defined in claim 31~~ is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and X<sub>n</sub>, wherein n is 0-3 and each X is

independently selected from the group consisting of  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{C}(\text{O})\text{R}^5$ ,  $-\text{NO}_2$ ,  $-\text{OR}^5$ ,  $-\text{SR}^5$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$ ,  $\text{C}_1\text{-C}_{10}$  alkyl,  $\text{C}_2\text{-C}_{10}$  alkenyl,  $\text{C}_1\text{-C}_{10}$  alkoxy,  $\text{C}_3\text{-C}_{10}$  cycloalkyl, phenyl, pyridinyl, naphthyl, isoquinolinyl, quinolinyl up to per halo-substituted  $\text{C}_1\text{-C}_{10}$  alkyl, up to per halo-substituted  $\text{C}_2\text{-C}_{10}$  alkenyl, up to per halo-substituted  $\text{C}_1\text{-C}_{10}$  alkoxy, up to per halo-substituted  $\text{C}_3\text{-C}_{10}$  cycloalkyl, and  $-\text{Y-Ar}$ ;

wherein  $\text{R}^5$  and  $\text{R}^{5'}$  are independently selected from  $\text{H}$ ,  $\text{C}_1\text{-C}_{10}$  alkyl,  $\text{C}_2\text{-C}_{10}$  alkenyl,  $\text{C}_3\text{-C}_{10}$  cycloalkyl, phenyl, pyridinyl, naphthyl, isoquinolinyl, quinolinyl up to per-halosubstituted  $\text{C}_1\text{-C}_{10}$  alkyl, up to per-halosubstituted  $\text{C}_2\text{-C}_{10}$  alkenyl, up to per-halosubstituted  $\text{C}_3\text{-C}_{10}$  cycloalkyl, and up to per-halosubstituted phenyl, pyridinyl, naphthyl, isoquinolinyl and quinolinyl

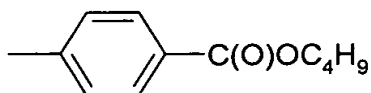
wherein  $\text{Y}$  is  $-\text{O}-$ ,  $-\text{S}-$ ,  $-\text{N}(\text{R}^5)-$ ,  $-(\text{CH}_2)_m-$ ,  $-\text{C}(\text{O})-$ ,  $-\text{CH}(\text{OH})-$ ,  $-(\text{CH}_2)_m\text{O}-$ ,  $-\text{NR}^5\text{C}(\text{O})\text{NR}^5\text{NR}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})-$ ,  $-\text{C}(\text{O})\text{NR}^5-$ ,  $-(\text{CH}_2)_m\text{S}-$ ,  $-(\text{CH}_2)_m\text{N}(\text{R}^5)-$ ,  $-\text{O}(\text{CH}_2)_m-$ ,  $-\text{CHX}^a$ ,  $-\text{CX}_2^a$ ,  $-\text{S}-(\text{CH}_2)_m-$  and  $-\text{N}(\text{R}^5)(\text{CH}_2)_m-$ ,

$m = 1-3$ , and  $\text{X}^a$  is halogen; and

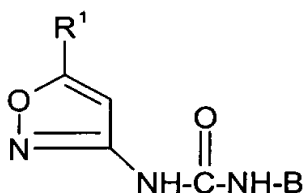
$\text{Ar}$  is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, optionally substituted by halogen up to per-halosubstitution and optionally substituted by  $\text{Z}_{n1}$ , wherein  $n1$  is 0 to 3 and each  $\text{Z}$  is independently selected from the group consisting of  $-\text{CN}$ ,  $=\text{O}$ ,  $-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{C}(\text{O})-\text{NR}^5$ ,  $-\text{NO}_2$ ,  $-\text{OR}^5$ ,  $-\text{SR}^5$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$ ,  $-\text{C}(\text{O})\text{R}^5$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$ ,  $-\text{SO}_2\text{R}^5$ ,  $\text{SO}_2\text{NR}^5\text{R}^{5'}$ ,  $\text{C}_1\text{-C}_{10}$  alkyl,  $\text{C}_1\text{-C}_{10}$  alkoxy,  $\text{C}_3\text{-C}_{10}$  cycloalkyl, up to per halo-substituted  $\text{C}_1\text{-C}_{10}$  alkyl, and up to per halo-substituted  $\text{C}_3\text{-C}_{10}$  cycloalkyl,

subject to the proviso that where  $\text{R}^a$  is methyl

$\text{B}$  is not



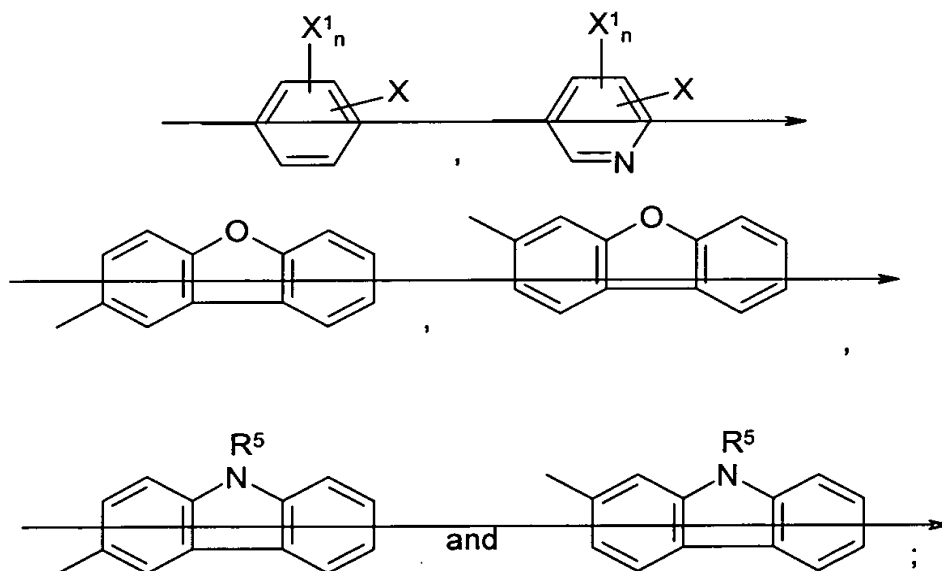
37. A compound of the formula



wherein R<sup>1</sup> is selected from the group consisting of ~~halogen, C<sub>3</sub>-C<sub>10</sub>~~ C<sub>3</sub>-C<sub>6</sub> alkyl, ~~C<sub>3</sub>-C<sub>10</sub>~~ C<sub>3</sub>-C<sub>6</sub> cycloalkyl,

~~C<sub>1-13</sub>-heteroaryl, C<sub>6-14</sub>-aryl, C<sub>7-24</sub>-alkaryl,~~ up to per-halosubstituted ~~C<sub>1</sub>-C<sub>10</sub>~~ C<sub>3</sub>-C<sub>6</sub> alkyl and up to per-halosubstituted ~~C<sub>3</sub>-C<sub>10</sub>~~ C<sub>3</sub>-C<sub>10</sub> cycloalkyl, ~~up to per-halosubstituted C<sub>1-13</sub>-heteroaryl, up to per-halosubstituted C<sub>6-14</sub>-aryl, and up to per-halosubstituted C<sub>7-24</sub>-alkaryl;~~

B is phenyl, pyridinyl, indolinyl, isoquinolinyl, quinolinyl or naphthyl ~~up to a trieyelic aromatic ring structure selected from the group consisting of~~



which is

substituted by X, optionally substituted ~~substituted or unsubstituted~~ by halogen, up to per-halosubstitution, and

optionally substituted by  $X^1_n$  wherein  $n = 0-2$ ;

each  $X^1$  is independently selected from the group of X or from the group consisting of  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{R}^5$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{OR}^5$ ,  $-\text{NO}_2$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $\text{C}_1\text{-C}_{10}$  alkyl,  $\text{C}_{2-10}$ -alkenyl,  $\text{C}_{1-10}$ -alkoxy,  $\text{C}_3\text{-C}_{10}$  cycloalkyl, and  $\text{C}_6\text{-C}_{14}$  aryl and  $\text{C}_7\text{-C}_{24}$  alkaryl, and

X is selected from the group consisting of  $-\text{SR}^5$ ,  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$ ,  $\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$ ,  $\text{C}_3\text{-C}_{13}$  heteroaryl,  ~~$\text{C}_4\text{-C}_{23}$  alkheteroaryl~~, substituted  $\text{C}_1\text{-C}_{10}$  alkyl, substituted  $\text{C}_{2-10}$ -alkenyl, substituted  $\text{C}_{1-10}$ -alkoxy, substituted  $\text{C}_3\text{-C}_{10}$  cycloalkyl, substituted  $\text{C}_6\text{-C}_{14}$  aryl, ~~substituted  $\text{C}_7\text{-C}_{24}$  alkaryl~~, substituted  $\text{C}_3\text{-C}_{13}$  heteroaryl, ~~substituted  $\text{C}_4\text{-C}_{23}$  alkheteroaryl~~, and  $-\text{Y-Ar}$ , and

wherein if X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{R}^5$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{OR}^5$ ,  $-\text{SR}^5$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $\text{NO}_2$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$  and halogen up to per-halosubstitution;

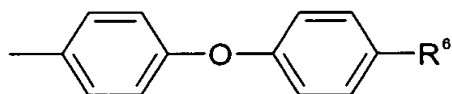
wherein  $\text{R}^5$  and  $\text{R}^{5'}$  are independently selected from H,  $\text{C}_1\text{-C}_{10}$  alkyl,  $\text{C}_{2-10}$ -alkenyl,  $\text{C}_3\text{-C}_{10}$  cycloalkyl,  $\text{C}_6\text{-C}_{14}$  aryl,  $\text{C}_3\text{-C}_{13}$  heteroaryl,  $\text{C}_7\text{-C}_{24}$  alkaryl,  $\text{C}_4\text{-C}_{23}$  alkheteroaryl, up to per-halosubstituted  $\text{C}_1\text{-C}_{10}$  alkyl, up to per-halosubstituted  $\text{C}_{2-10}$ -alkenyl, and up to per-halosubstituted  $\text{C}_3\text{-C}_{10}$  cycloalkyl, ~~up to per-halosubstituted  $\text{C}_6\text{-C}_{14}$  aryl and up to per-halosubstituted  $\text{C}_3\text{-C}_{13}$  heteroaryl~~,

wherein Y is  $-\text{O}-$ ,  $-\text{S}-$ ,  $-\text{N}(\text{R}^5)-$ ,  $-(\text{CH}_2)_m-$ ,  $-\text{C}(\text{O})-$ ,  $-\text{CH}(\text{OH})-$ ,  $-(\text{CH}_2)_m\text{O}-$ ,  $-\text{NR}^5\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})-$ ,  $-\text{C}(\text{O})\text{NR}^5-$ ,  $-(\text{CH}_2)_m\text{S}-$ ,  $-(\text{CH}_2)_m\text{N}(\text{R}^5)-$ ,  $-\text{O}(\text{CH}_2)_m-$ ,  $-\text{CHX}^a$ ,  $-\text{CX}^a_2-$ ,  $-\text{S}(\text{CH}_2)_m-$  and  $-\text{N}(\text{R}^5)(\text{CH}_2)_m-$ ,

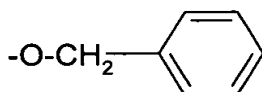
$m = 1-3$ , and  $\text{X}^a$  is halogen; and

Ar is wherein B is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, a 5-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur which is unsubstituted or substituted by halogen up to per-halo and optionally substituted by  $\text{Z}_{n1}$ , wherein

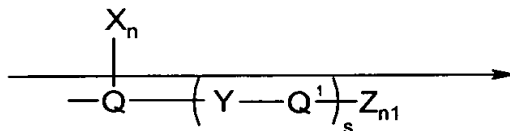
nl is 0 to 3 and each Z is independently selected from the group consisting of  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{R}^5$ ,  $=\text{O}$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{C}(\text{O})\text{R}^5$ ,  $-\text{NO}_2$ ,  $-\text{OR}^5$ ,  $-\text{SR}^5$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$ ,  $-\text{SO}_2\text{R}^5$ ,  $-\text{SO}_2\text{R}^5\text{R}^{5'}$ ,  $\text{C}_1\text{-C}_{10}$  alkyl,  $\text{C}_1\text{-C}_{10}$  alkoxy,  $\text{C}_3\text{-C}_{10}$  cycloalkyl,  $\text{C}_6\text{-C}_{14}$  aryl,  $\text{C}_3\text{-C}_{13}$  heteroaryl,  $\text{C}_7\text{-C}_{24}$  alkaryl,  $\text{C}_4\text{-C}_{23}$  alkheteroaryl, substituted  $\text{C}_1\text{-C}_{10}$  alkyl, and substituted  $\text{C}_3\text{-C}_{10}$  cycloalkyl, substituted  $\text{C}_7\text{-C}_{24}$  alkaryl and substituted  $\text{C}_4\text{-C}_{23}$  alkheteroaryl; wherein if Z is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $=\text{O}$ ,  $-\text{OR}^5$ ,  $-\text{SR}^5$ ,  $-\text{NO}_2$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$ ,  $\text{C}_1\text{-C}_{10}$  alkyl,  $\text{C}_1\text{-C}_{10}$  alkoxy, and  $\text{C}_3\text{-C}_{10}$  cycloalkyl,  $\text{C}_3\text{-C}_{13}$  heteroaryl,  $\text{C}_6\text{-C}_{14}$  aryl,  $\text{C}_4\text{-C}_{24}$  alkheteroaryl, and  $\text{C}_7\text{-C}_{24}$  alkaryl, subject to the proviso that where  $\text{R}^1$  is t-butyl, B is not

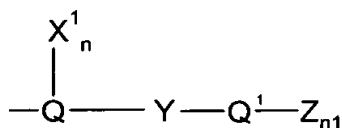


wherein  $\text{R}^6$  is  $-\text{NHC}(\text{O})\text{-O-t-butyl}$ ,  $-\text{O-n-pentyl}$ ,  $-\text{O-n-butyl}$ ,  $-\text{O-n-propyl}$ ,  $-\text{C}(\text{O})\text{NH}(\text{CH}_3)_2$ ,  $-\text{OCH}_2\text{CH}(\text{CH}_3)_2$ , or



38. A compound of claim 37, wherein B is  
wherein





Y is selected from the group consisting of -O-, -S-, -CH<sub>2</sub>-, -SCH<sub>2</sub>-, -CH<sub>2</sub>S-, -CH(OH)-, -C(O)-, -CX<sup>a</sup><sub>2</sub>, -CX<sup>a</sup>H-, -CH<sub>2</sub>O- and -OCH<sub>2</sub>-,

X<sup>a</sup> is halogen,

Q is phenyl or pyridinyl ~~a six member aromatic structure containing 0-2 nitrogen;~~ substituted or unsubstituted by halogen, up to per-halosubstitution;

Q<sup>1</sup> is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, ~~a mono- or bicyclic aromatic structure of 3 to 10 carbon atoms and 0-4 members of the group consisting of N, O and S,~~ unsubstituted or unsubstituted by halogen up to per-halosubstitution, X<sup>1</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl or halosubstituted C<sub>1</sub>-C<sub>4</sub> alkyl up to per halo, and

X, Z, n and n1 are as defined in claim 37 ~~and s=0 or 1.~~

39. A compound of claim 38, wherein

Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

Q<sup>1</sup> is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, optionally ~~or unsubstituted~~ substituted by halogen, up to per-halo, ~~or -Y-Q<sup>1</sup> is phthalimidinyl substituted or unsubstituted by halogen up to per-halosubstitution,~~ X<sup>1</sup> is as defined in claim 38 and

~~Z and X are independently~~ is selected from the group consisting of -R<sup>6</sup>, -OR<sup>6</sup> and -NHR<sup>7</sup>, wherein R<sup>6</sup> is hydrogen, C<sub>1</sub>-C<sub>10</sub>-alkyl or C<sub>3</sub>-C<sub>10</sub>-cycloalkyl and R<sup>7</sup> is selected from the group consisting of hydrogen, C<sub>3</sub>-C<sub>10</sub>-alkyl, and C<sub>3</sub>-C<sub>6</sub>-cycloalkyl ~~and C<sub>6</sub>-C<sub>10</sub>-aryl,~~ wherein R<sup>6</sup>

and R<sup>7</sup> can be substituted by halogen or up to per-halosubstitution.

40. A compound of claim 38, wherein Q is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Q<sup>1</sup> is pyridinyl, phenyl or benzothiazolyl optionally substituted by halogen up to per-halosubstitution, Y is -O-, -S-, -C(O)- or -CH<sub>2</sub>-, X<sup>1</sup> is as defined in claim 38, and Z is -NH-C(O)-C<sub>p</sub>H<sub>2p+1</sub>, wherein p is 1-4, -CH<sub>3</sub>, -OH, -OCH<sub>3</sub>, -OC<sub>2</sub>H<sub>5</sub>, -CN or -C(O)CH<sub>3</sub>, n = 0 or 1, ~~s = 0 or 1~~ and n1 = 0 or 1.

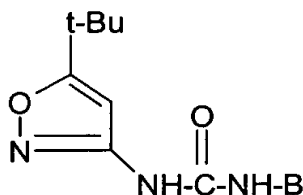
41. A compound as in claim 22 ~~37~~ selected from the group consisting of:

*N*-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-hydroxyphenyl)oxyphenyl)urea;  
*N*-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(3-hydroxyphenyl)oxyphenyl)urea;  
*N*-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-acetylphenyl)oxyphenyl)urea;  
*N*-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-benzoylphenyl)urea;  
*N*-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-phenyloxyphenyl)urea;  
*N*-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(3-methylaminocarbonylphenyl)-thiophenyl)urea;  
*N*-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-(1,2-methylenedioxy)phenyl)-oxyphenyl)urea;  
*N*-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(3-pyridinyl)oxyphenyl)urea;  
*N*-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-pyridinyl)oxyphenyl)urea;  
*N*-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-pyridyl)thiophenyl)urea;  
*N*-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-pyridinyl)methylphenyl)urea;  
*N*-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(4-pyridinyl)oxyphenyl)urea;  
*N*-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(4-pyridinyl)thiophenyl)urea;  
*N*-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(3-methyl-4-pyridinyl)oxyphenyl)urea;  
*N*-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(3-methyl-4-pyridinyl)thiophenyl)urea;  
*N*-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(3-methyl-4-pyridinyl)thiophenyl)urea;  
*N*-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(4-methyl-3-pyridinyl)oxyphenyl)urea;  
*N*-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(3-methyl-4-pyridinyl)oxyphenyl)urea;  
*N*-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(2-benzothiazolyl)oxyphenyl)urea;



*N*-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(3-chloro-4-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;  
*N*-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(4-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;  
*N*-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(3-(4-(2-methylcarbamoyl)pyridyl)-thiophenyl) urea;  
*N*-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(2-methyl-4-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;  
*N*-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(4-(4-(2-carbamoyl)pyridyl)oxyphenyl) urea;  
*N*-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(3-(4-(2-carbamoyl)pyridyl)oxyphenyl) urea;  
*N*-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(3-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;  
*N*-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(4-(4-(2-methylcarbamoyl)pyridyl)-thiophenyl) urea;  
*N*-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(3-chloro-4-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;  
*N*-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(4-(3-methylcarbamoyl)phenyl)oxyphenyl) urea;  
 and pharmaceutically acceptable salts thereof.

42. A compound of ~~claim 37~~ of the formula



wherein B ~~is as defined in claim 37~~ is 5-methyl-2-thienyl or

selected from the group consisting of phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and  $X_n$ , wherein  $n$  is 0-3 and each  $X$  is independently selected from the group consisting of  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{C}(\text{O})\text{R}^5$ ,  $-\text{NO}_2$ ,  $-\text{OR}^5$ ,  $-\text{SR}^5$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$ ,  $\text{C}_1\text{-C}_{10}$  alkyl,  $\text{C}_2\text{-C}_{10}$  alkenyl,  $\text{C}_1\text{-C}_{10}$  alkoxy,  $\text{C}_3\text{-C}_{10}$  cycloalkyl, phenyl, pyridinyl, naphthyl, isoquinolinyl, quinolinyl, up to per halo-substituted  $\text{C}_1\text{-C}_{10}$  alkyl, up to per halo-substituted  $\text{C}_2\text{-C}_{10}$  alkenyl, up to per halo-substituted  $\text{C}_1\text{-C}_{10}$  alkoxy and up to per halo-substituted  $\text{C}_3\text{-C}_{10}$  cycloalkyl.

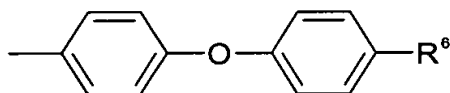
wherein  $R^5$  and  $R^5$  are independently selected from H,  $C_1$ - $C_{10}$  alkyl,  $C_2$ - $C_{10}$  alkenyl,  $C_3$ - $C_{10}$  cycloalkyl, phenyl, pyridinyl, naphthyl, isoquinolinyl, quinolinyl up to per-halosubstituted  $C_1$ - $C_{10}$  alkyl, up to per-halosubstituted  $C_2$ - $C_{10}$  alkenyl, and up to per-halosubstituted  $C_3$ - $C_{10}$  cycloalkyl,

wherein Y is -O-, -S-, -N( $R^5$ )-, -(CH<sub>2</sub>)<sub>m</sub>-, -C(O)-, -CH(OH)-, -(CH<sub>2</sub>)<sub>m</sub>O-, -NR<sup>5</sup>C(O)NR<sup>5</sup>NR<sup>5'</sup>-, -NR<sup>5</sup>C(O)-, -C(O)NR<sup>5</sup>-, -(CH<sub>2</sub>)<sub>m</sub>S-, -(CH<sub>2</sub>)<sub>m</sub>N( $R^5$ )-, -O(CH<sub>2</sub>)<sub>m</sub>-, -CHX<sup>a</sup>-, -CX<sup>a</sup><sub>2</sub>-, -S-(CH<sub>2</sub>)<sub>m</sub>- and -N( $R^5$ )(CH<sub>2</sub>)<sub>m</sub>-,

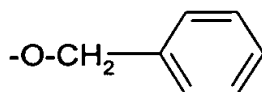
$m = 1-3$ , and X<sup>a</sup> is halogen; and

Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, optionally substituted by halogen up to per-halosubstitution and optionally substituted by Z<sub>n1</sub>, wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of -CN, =O, -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -C(O)-NR<sup>5</sup>, -NO<sub>2</sub>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5</sup>, -C(O)R<sup>5</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, -SO<sub>2</sub>R<sup>5</sup>, SO<sub>2</sub>NR<sup>5</sup>R<sup>5'</sup>,  $C_1$ - $C_{10}$  alkyl,  $C_1$ - $C_{10}$  alkoxy,  $C_3$ - $C_{10}$  cycloalkyl, up to per halo-substituted  $C_1$ - $C_{10}$  alkyl and up to per halo-substituted  $C_3$ - $C_{10}$  cycloalkyl; subject to the proviso that

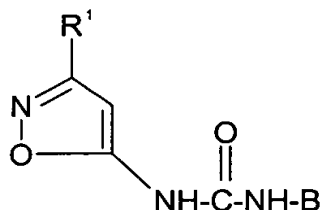
B is not



wherein  $R^6$  is -NHC(O)-O-t-butyl, -O-n-pentyl, -O-n-butyl, -O-n-propyl, -C(O)NH-(CH<sub>3</sub>)<sub>2</sub>, -OCH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, or

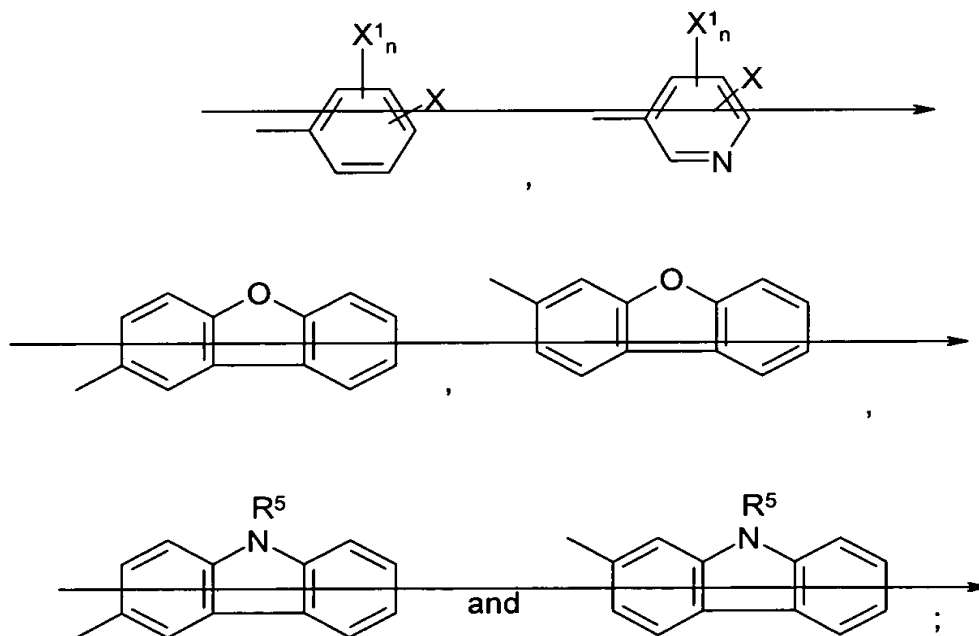


43. A compound of the formula



wherein R<sup>1</sup> is selected from the group consisting of ~~halogen, C<sub>3</sub>-C<sub>10</sub> C<sub>3</sub>-C<sub>6</sub> alkyl, C<sub>1-13</sub>-heteroaryl, C<sub>6-14</sub>-aryl, C<sub>7-24</sub>-alkaryl, C<sub>3</sub>-C<sub>10</sub> C<sub>3</sub>-C<sub>6</sub> cycloalkyl, up to per-halosubstituted C<sub>1-13</sub>-C<sub>6</sub> alkyl, and up to per-halosubstituted C<sub>3</sub>-C<sub>6</sub> C<sub>3</sub>-C<sub>10</sub> cycloalkyl, up to per-halosubstituted C<sub>1-13</sub>-heteroaryl, up to per-halosubstituted C<sub>6-14</sub>-aryl, and up to per-halosubstituted C<sub>7-24</sub>-alkaryl;~~ and

B is phenyl, pyridinyl, indolinyl, isoquinolinyl, quinolinyl or naphthyl ~~an aromatic ring structure selected from the group consisting of~~



which is substituted by X, ~~optionally substituted or unsubstituted~~ by halogen, up to per-halosubstitution, and optionally substituted by  $X^1_n$ , wherein  $n = 0-2$ ;

each  $X^1$  is independently selected from the group of X or from the group consisting of  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{R}^5$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{OR}^5$ ,  $-\text{NO}_2$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $\text{C}_1\text{-C}_{10}$  alkyl,  $\text{C}_{2-10}$ -alkenyl,  $\text{C}_{1-10}$ -alkoxy,  $\text{C}_3\text{-C}_{10}$  cycloalkyl,  $\text{C}_6\text{-C}_{14}$  aryl and  $\text{C}_7\text{-C}_{24}$  alkaryl, and

X is selected from the group consisting of  $-\text{SR}^5$ ,  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$ ,  $\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$ ,  $\text{C}_3\text{-C}_{13}$  heteroaryl,  ~~$\text{C}_4\text{-C}_{23}$  alkheteroaryl~~, substituted  $\text{C}_1\text{-C}_{10}$  alkyl, substituted  $\text{C}_{2-10}$ -alkenyl, substituted  $\text{C}_{1-10}$ -alkoxy, substituted  $\text{C}_3\text{-C}_{10}$  cycloalkyl, substituted  $\text{C}_6\text{-C}_{14}$  aryl, ~~substituted  $\text{C}_7\text{-C}_{24}$  alkaryl~~, substituted  $\text{C}_3\text{-C}_{13}$  heteroaryl, ~~substituted  $\text{C}_4\text{-C}_{23}$  alkheteroaryl~~, and  $-\text{Y-Ar}$ , and wherein if X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of  $-\text{CN}$ ,

$-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{R}^5$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{OR}^5$ ,  $-\text{SR}^5$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $\text{NO}_2$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$  and halogen up to per-halosubstitution;

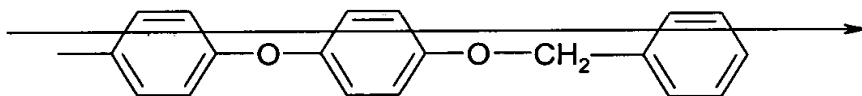
wherein  $\text{R}^5$  and  $\text{R}^{5'}$  are independently selected from H,  $\text{C}_1\text{-C}_{10}$  alkyl,  $\text{C}_{2-10}$ -alkenyl,  $\text{C}_3\text{-C}_{10}$  cycloalkyl,  $\text{C}_6\text{-C}_{14}$  aryl,  $\text{C}_3\text{-C}_{13}$  heteroaryl,  $\text{C}_7\text{-C}_{24}$  alkaryl,  $\text{C}_4\text{-C}_{23}$  alkheteroaryl, up to per-halosubstituted  $\text{C}_1\text{-C}_{10}$  alkyl, up to per-halosubstituted  $\text{C}_{2-10}$ -alkenyl, and up to per-halosubstituted  $\text{C}_3\text{-C}_{10}$  cycloalkyl, ~~up to per-halosubstituted  $\text{C}_6\text{-C}_{14}$  aryl and up to per-halosubstituted  $\text{C}_3\text{-C}_{13}$  heteroaryl~~,

wherein Y is  $-\text{O}-$ ,  $-\text{S}-$ ,  $-\text{N}(\text{R}^5)-$ ,  $-(\text{CH}_2)_m-$ ,  $-\text{C}(\text{O})-$ ,  $-\text{CH}(\text{OH})-$ ,  $-(\text{CH}_2)_m\text{O}-$ ,  $-\text{NR}^5\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})-$ ,  $-\text{C}(\text{O})\text{NR}^5-$ ,  $-(\text{CH}_2)_m\text{S}-$ ,  $-(\text{CH}_2)_m\text{N}(\text{R}^5)-$ ,  $-\text{O}(\text{CH}_2)_m-$ ,  $-\text{CHX}^a$ ,  $-\text{CX}^a_2-$ ,  $-\text{S}-(\text{CH}_2)_m-$  and  $-\text{N}(\text{R}^5)(\text{CH}_2)_m-$ ,

$m = 1-3$ , and  $\text{X}^a$  is halogen; and

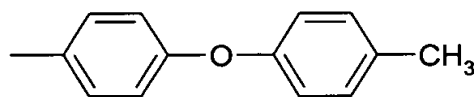
Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, ~~a 5- or 6-member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur~~ which is unsubstituted or substituted by

halogen up to per-halo and optionally substituted by  $Z_{n1}$ , wherein  $n1$  is 0 to 3 and each  $Z$  is independently selected from the group consisting of  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{R}^5$ ,  $=\text{O}$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{C}(\text{O})\text{R}^5$ ,  $-\text{NO}_2$ ,  $-\text{OR}^5$ ,  $-\text{SR}^5$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$ ,  $-\text{SO}_2\text{R}^5$ ,  $-\text{SO}_2\text{R}^5\text{R}^{5'}$ ,  $\text{C}_1\text{-C}_{10}$  alkyl,  $\text{C}_1\text{-C}_{10}$  alkoxy,  $\text{C}_3\text{-C}_{10}$  cycloalkyl,  $\text{C}_6\text{-C}_{14}$  aryl,  $\text{C}_3\text{-C}_{13}$  heteroaryl,  $\text{C}_7\text{-C}_{24}$  alkaryl,  $\text{C}_4\text{-C}_{23}$  alkheteroaryl, substituted  $\text{C}_1\text{-C}_{10}$  alkyl, and substituted  $\text{C}_3\text{-C}_{10}$  cycloalkyl, ~~substituted  $\text{C}_7\text{-C}_{24}$  alkaryl and substituted  $\text{C}_4\text{-C}_{23}$  alkheteroaryl~~; wherein if  $Z$  is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $=\text{O}$ ,  $-\text{OR}^5$ ,  $-\text{SR}^5$ ,  $-\text{NO}_2$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$  and  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$ ,  $\text{C}_1\text{-C}_{10}$  alkyl,  $\text{C}_1\text{-C}_{10}$  alkoxy, and  $\text{C}_3\text{-C}_{10}$  cycloalkyl,  ~~$\text{C}_3\text{-C}_{13}$  heteroaryl,  $\text{C}_6\text{-C}_{14}$  aryl,  $\text{C}_4\text{-C}_{23}$  alkheteroaryl, and  $\text{C}_7\text{-C}_{24}$  alkaryl~~, and where  $\text{R}^1$  is t-butyl,  ~~$B$  is not~~

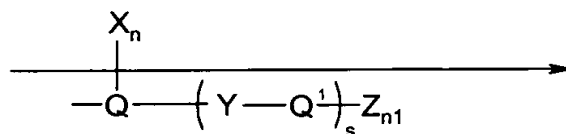


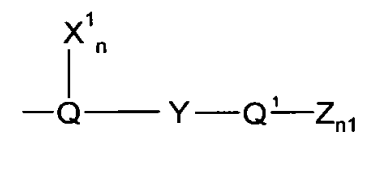
and where  $\text{R}^1$  is  $-\text{CH}_2\text{-t-butyl}$ ,

$B$  is not



44. A compound of claim 43, wherein  $B$  is





wherein

Y is selected from the group consisting of -O-, -S-, -CH<sub>2</sub>-, -SCH<sub>2</sub>-, -CH<sub>2</sub>S-,  
-CH(OH)-, -C(O)-, -CX<sup>a</sup><sub>2</sub>-, -CX<sup>a</sup>H-, -CH<sub>2</sub>O- and -OCH<sub>2</sub>-,

X<sup>a</sup> is halogen,

Q is phenyl or pyridinyl ~~a six member aromatic structure containing 0-4 nitrogen,~~  
substituted or unsubstituted by halogen, up to per-halosubstitution;

Q<sup>1</sup> is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl,  
isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl,  
thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl,  
benzisoaxazolyl, benzothiazolyl or benzisothiazolyl, ~~a mono or bicyclic aromatic structure of 3 to~~  
~~10 carbon atoms and 0-2 members of the group consisting of N, O and S,~~ unsubstituted or  
unsubstituted by halogen up to per-halosubstitution,

~~X, Z, n and n1 are as defined in claim 43 and s=0 or 1 and~~ X<sup>1</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl or  
halosubstituted C<sub>1</sub>-C<sub>4</sub> alkyl up to per halo.

45. A compound of claim 44, wherein

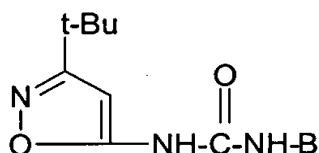
Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-  
halosubstitution,

Q<sup>1</sup> is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl,  
quinoline, isoquinoline, imidazole and benzothiazolyl, optionally ~~or unsubstituted~~ by  
halogen, up to per-halo, ~~or Y-Q<sup>1</sup> is phthalimidinyl substituted or unsubstituted by halogen up to~~  
~~per halosubstitution,~~ X<sup>1</sup> is as defined in claim 44 and

~~Z and X are independently~~ is selected from the group consisting of -R<sup>6</sup>, -OR<sup>6</sup> and -

NHR<sup>7</sup>, wherein R<sup>6</sup> is hydrogen, C<sub>1</sub>-C<sub>10</sub>-alkyl or C<sub>3</sub>-C<sub>10</sub>-cycloalkyl and R<sup>7</sup> is selected from the group consisting of hydrogen, C<sub>3</sub>-C<sub>10</sub>-alkyl, and C<sub>3</sub>-C<sub>6</sub>-cycloalkyl and C<sub>6</sub>-C<sub>10</sub>-aryl, wherein R<sup>6</sup> and R<sup>7</sup> can be substituted by halogen or up to per-halosubstitution.

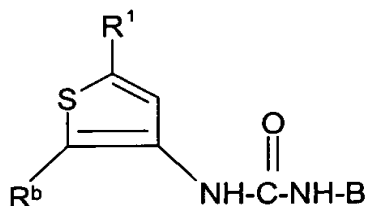
46. A compound of ~~claim 43~~ of the formula



wherein B is as defined in claim 43 1,

47. A compound of claim 44, wherein Q is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Q<sup>1</sup> is phenyl, benzothiazolyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Y is -O-, -S- or -CH<sub>2</sub>-, X<sup>1</sup> is as defined in claim 44, n = 0 or 1, Z is -CH<sub>3</sub>, -Cl-, OC<sub>2</sub>H<sub>5</sub> or -OCH<sub>3</sub>, ~~n = 0, s = 1,~~ and n1 = 0 or 1.

49. A compound of the formula



wherein R<sup>1</sup> is selected from the group consisting of ~~halogen, C<sub>3</sub>-C<sub>10</sub> C<sub>3</sub>-C<sub>6</sub> alkyl, C<sub>4-13</sub>-heteroaryl, C<sub>6-14</sub>-aryl, C<sub>7-24</sub>-alkaryl, C<sub>3</sub>-C<sub>10</sub> C<sub>3</sub>-C<sub>6</sub> cycloalkyl~~, up to per-halosubstituted C<sub>1</sub>-C<sub>10</sub> C<sub>3</sub>-C<sub>6</sub> alkyl and up to per-halosubstituted C<sub>3</sub>-C<sub>10</sub> C<sub>3</sub>-C<sub>6</sub> cycloalkyl, ~~up to per-halosubstituted C<sub>4-13</sub>-heteroaryl, up to per-halosubstituted C<sub>6-14</sub>-aryl, and up to per-halosubstituted C<sub>7-24</sub>-alkaryl;~~

R<sup>b</sup> is hydrogen or halogen and

B is phenyl, pyridinyl, indolinyl, isoquinolinyl, quinolinyl, or naphthyl  
substituted by phenyl, pyridinyl or -Y-Ar,

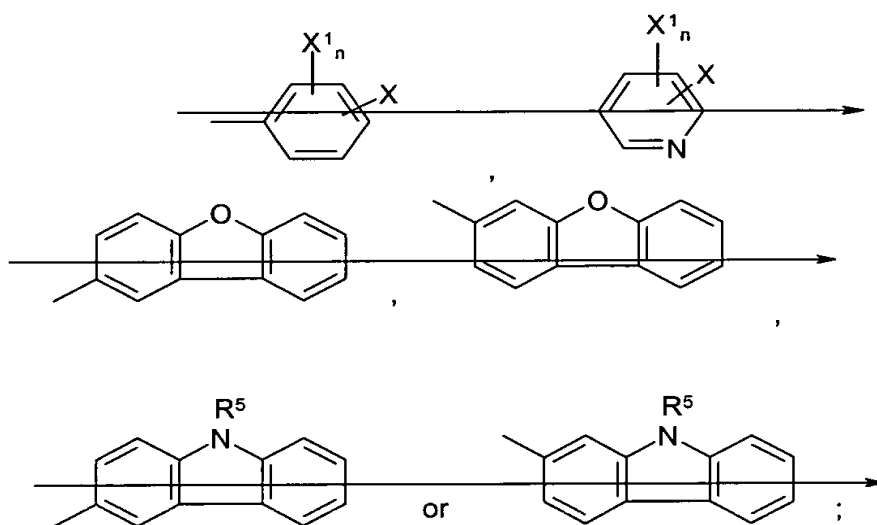
wherein the cyclic structures of B are optionally substituted by halogen, up to per halo,

and

optionally substituted by  $X^1_n$

~~an aromatic ring structure selected from the group consisting of~~

~~which is substituted or unsubstituted by halogen, up to per-halosubstitution, and~~



wherein  $n = 0-2$ ; each  $X^1$  is independently selected from the group consisting of  $X$

~~or from the group consisting of, -CN, -OR<sup>5</sup>, -NR<sup>5</sup>R<sup>5'</sup>, C<sub>1</sub>-C<sub>10</sub> alkyl; and~~

~~$X$  is selected from the group consisting of -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -C(O)R<sup>5</sup>, -NO<sub>2</sub>, -SR<sup>5</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>3</sub>-C<sub>13</sub> heteroaryl, C<sub>4</sub>-C<sub>23</sub> alkheteroaryl, and substituted C<sub>1</sub>-C<sub>10</sub> alkyl, substituted C<sub>2</sub>-C<sub>10</sub> alkenyl, substituted C<sub>1</sub>-C<sub>10</sub> alkoxy, and substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, substituted C<sub>6</sub>-C<sub>14</sub> aryl, substituted C<sub>7</sub>-C<sub>24</sub> alkaryl, substituted C<sub>3</sub>-C<sub>13</sub> heteroaryl, substituted C<sub>4</sub>-C<sub>23</sub> alkheteroaryl, and -Y-Ar,~~

wherein if  $X$   $X^1$  is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -NO<sub>2</sub>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup> and halogen up to per-halo substitution;

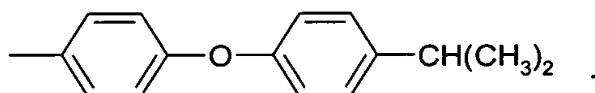
wherein R<sup>5</sup> and R<sup>5'</sup> are independently selected from H, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, C<sub>3</sub>-C<sub>10</sub>



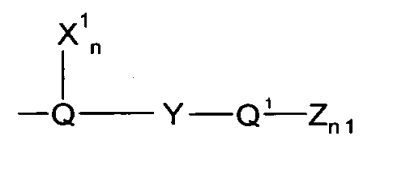
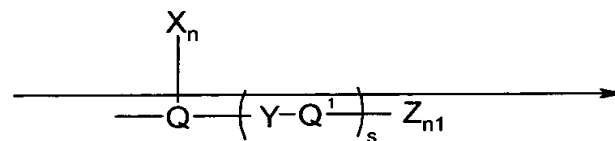
cycloalkyl, ~~C<sub>6</sub>-C<sub>14</sub>-aryl, C<sub>3</sub>-C<sub>13</sub>-heteroaryl, C<sub>7</sub>-C<sub>24</sub>-alkaryl, C<sub>4</sub>-C<sub>23</sub>-alkheteroaryl~~, up to per-halosubstituted C<sub>1</sub>-C<sub>10</sub> alkyl, up to per-halosubstituted C<sub>2</sub>-C<sub>10</sub>-alkenyl; and up to per-halosubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, ~~up to per-halosubstituted C<sub>6</sub>-C<sub>14</sub>-aryl and up to per-halosubstituted C<sub>3</sub>-C<sub>13</sub>-heteroaryl~~;

wherein Y is - O-, -S-, -N(R<sup>5</sup>)-, -(CH<sub>2</sub>)<sub>m</sub>-, -C(O)-, -CH(OH)-, -(CH<sub>2</sub>)<sub>m</sub>O-, -NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5'</sup>-, -NR<sup>5</sup>C(O)-, -C(O)NR<sup>5</sup>-, -(CH<sub>2</sub>)<sub>m</sub>S-, -(CH<sub>2</sub>)<sub>m</sub>N(R<sup>5</sup>)-, -O(CH<sub>2</sub>)<sub>m</sub>-, -CHX<sup>a</sup>-, -CX<sup>a</sup><sub>2</sub>-, -S-(CH<sub>2</sub>)<sub>m</sub>- and -N(R<sup>5</sup>)(CH<sub>2</sub>)<sub>m</sub>-, m = 1-3, and X<sup>a</sup> is halogen; and Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, ~~a 5-10-member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur~~ which is unsubstituted or substituted by halogen up to per-halosubstitution and optionally substituted by Z<sub>n1</sub>, wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)R<sup>5</sup>, =O, -C(O)NR<sup>5</sup>R<sup>5'</sup>-, -C(O)-NR<sup>5</sup>-, -NO<sub>2</sub>-, -OR<sup>5</sup>-, -SR<sup>5</sup>-, -NR<sup>5</sup>R<sup>5'</sup>-, -NR<sup>5</sup>C(O)OR<sup>5'</sup>-, -NR<sup>5</sup>C(O)R<sup>5'</sup>-, -SO<sub>2</sub>R<sup>5</sup>-, -SO<sub>2</sub>R<sup>5</sup>R<sup>5'</sup>-, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> alkoxy, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, ~~C<sub>6</sub>-C<sub>14</sub>-aryl, C<sub>3</sub>-C<sub>13</sub>-heteroaryl, C<sub>7</sub>-C<sub>24</sub>-alkaryl, C<sub>4</sub>-C<sub>23</sub>-alkheteroaryl~~, substituted C<sub>1</sub>-C<sub>10</sub> alkyl, and substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, ~~substituted C<sub>7</sub>-C<sub>24</sub>-alkaryl and substituted C<sub>4</sub>-C<sub>23</sub>-alkheteroaryl~~; wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>-, =O, -OR<sup>5</sup>-, -SR<sup>5</sup>-, -NO<sub>2</sub>-, -NR<sup>5</sup>R<sup>5'</sup>-, -NR<sup>5</sup>C(O)R<sup>5'</sup>-, -NR<sup>5</sup>C(O)OR<sup>5'</sup>-, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> alkoxy, and C<sub>3</sub>-C<sub>10</sub> cycloalkyl, ~~C<sub>3</sub>-C<sub>13</sub>-heteroaryl, C<sub>6</sub>-C<sub>14</sub>-aryl, C<sub>4</sub>-C<sub>24</sub>-alkheteroaryl, and C<sub>7</sub>-C<sub>24</sub>-alkaryl~~;

subject to the proviso that where R<sup>1</sup> is t-butyl and R<sup>b</sup> is H, B is not of the formula



50. A compound of claim 49, wherein B is



wherein

Y is selected from the group consisting of  $-O-$ ,  $-S-$ ,  $-CH_2-$ ,  $-SCH_2-$ ,  $-CH_2S-$ ,  $-CH(OH)-$ ,  $-C(O)-$ ,  $-CX^a$ ,  $-CX^aH-$ ,  $-CH_2O-$  and  $-OCH_2-$ ,

$X^a$  is halogen,

Q is phenyl or pyridinyl ~~a six member aromatic structure containing 0-2 nitrogen,~~  
substituted or unsubstituted by halogen, up to per-halosubstitution;

$Q^1$  is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, ~~a mono- or bicyclic aromatic structure of 3 to 10 carbon atoms and 0-4 members of the group consisting of N, O and S, unsubstituted or unsubstituted~~ optionally substituted by halogen up to per-halosubstitution,

$X^1$  is  $C_1$ - $C_4$  alkyl or halosubstituted  $C_1$ - $C_4$  alkyl up to per halo, and

$X$ , Z, n and n1 are as defined in claim 49 ~~and s is 0 or 1.~~

51. A compound of claim 50, wherein

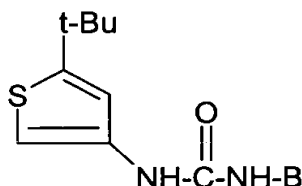
Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-

halosubstitution,

$Q^1$  is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, substituted or unsubstituted by halogen, up to per-halo,  $X^1$  is as defined in claim 50 or  ~~$Y-Q^1$  is phthalimidinyl-substituted or unsubstituted by halogen up to per-halosubstitution, and~~

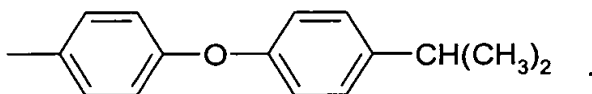
~~$Z$  and  $X$  are independently~~ is selected from the group consisting of  $-R^6$ ,  $-OR^6$  and  $-NHR^7$ , wherein  $R^6$  is hydrogen,  $C_1-C_{10}$ -alkyl or  $C_3-C_{10}$ -cycloalkyl and  $R^7$  is selected from the group consisting of hydrogen,  $C_3-C_{10}$ -alkyl, and  $C_3-C_6$ -cycloalkyl and  ~~$C_6-C_{10}$ -aryl~~, wherein  $R^6$  and  $R^7$  can be substituted by halogen or up to per-halosubstitution.

52. A compound of the formula



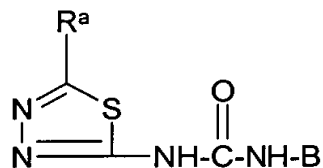
~~wherein B is as defined in claim 49.~~

wherein B is as defined in claim 1, subject to the proviso that B is not of the formula



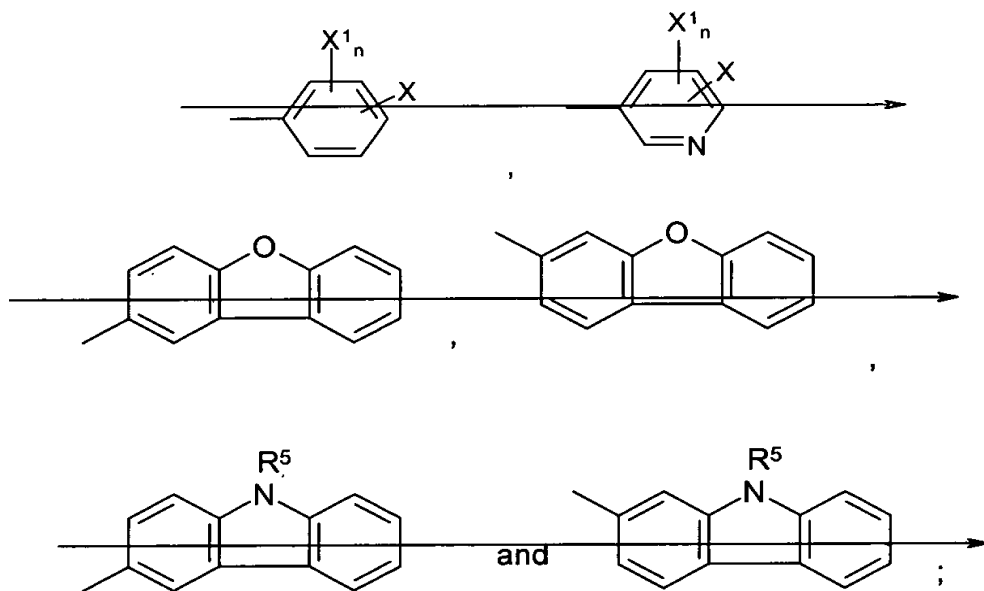
53. A compound of claim 50, wherein Q is phenyl optionally substituted by halogen up to per-halosubstitution,  $Q^1$  is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, and Y is  $-O-$  or  $-S-$ , Z is  $-Cl$ ,  $-CH_3$ ,  $-OH$  or  $-OCH_3$ ,  $X^1$  is as defined in claim 50,  $n = 0$  or  $1$   ~~$n = 0$ ,  $s = 0$  or  $1$~~  and  $n_1 = 0-2$ .

55. A compound of the formula



wherein  $R^a$  is  $C_1-C_{10}$ -alkyl,  $C_3-C_6$  alkyl,  $C_3-C_{10}$   $C_3-C_6$  cycloalkyl, up to per-halosubstituted  $C_1-C_{10}$   $C_3-C_6$  alkyl and up to per-halosubstituted  $C_3-C_{10}$   $C_3-C_6$  cycloalkyl;

and B is phenyl, pyridinyl, indolinyl, isoquinolinyl, quinolinyl, or naphthyl; substituted by phenyl, pyridinyl or -Y-Ar, wherein the cyclic structures of B are optionally substituted by halogen, up to per halo, and optionally substituted by  $X^1_n$  an aromatic ring structure selected from the group consisting of



which is substituted or unsubstituted by halogen, up to per halosubstitution, and wherein  $n = 0-2$ ,

each  $X^1$  is independently selected from the group consisting of ~~X~~ or from the group consisting of  $-\text{CN}$ ,  $-\text{NO}_2$ ,  $-\text{OR}^5$  and  $\text{C}_1\text{-C}_{10}$  alkyl, and

~~X~~ is selected from the group consisting of  $-\text{SR}^5$ ,  $-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{R}^5$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$ ,  $\text{C}_3\text{-C}_{10}$  cycloalkyl,  ~~$\text{C}_6\text{-C}_{14}$  aryl,  $\text{C}_7\text{-C}_{24}$  alkaryl,  $\text{C}_3\text{-C}_{13}$  heteroaryl,  $\text{C}_4\text{-C}_{23}$  alkheteroaryl, and~~ substituted  $\text{C}_1\text{-C}_{10}$  alkyl, substituted  $\text{C}_{2-10}$ -alkenyl, substituted  $\text{C}_{1-10}$ -alkoxy, and substituted  $\text{C}_3\text{-C}_{10}$  cycloalkyl, ~~substituted aryl, substituted alkaryl, substituted heteroaryl, substituted  $\text{C}_4\text{-C}_{23}$  alkheteroaryl and  $-\text{Y}-\text{Ar}$ ;~~

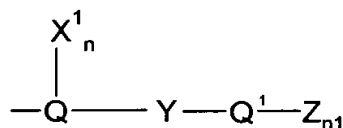
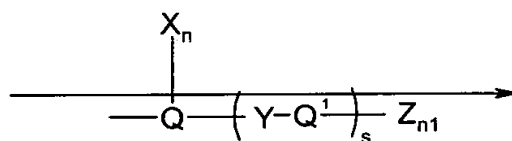
wherein if ~~X~~  $X^1$  is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{R}^5$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{OR}^5$ ,  $-\text{SR}^5$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $-\text{NO}_2$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$  and halogen up to per-halosubstitution; wherein  $\text{R}^5$  and  $\text{R}^{5'}$  are independently selected from  $\text{H}$ ,  $\text{C}_1\text{-C}_{10}$  alkyl,  $\text{C}_{2-10}$ -alkenyl,  $\text{C}_3\text{-C}_{10}$  cycloalkyl,  ~~$\text{C}_6\text{-C}_{14}$  aryl,  $\text{C}_3\text{-C}_{13}$  heteroaryl,  $\text{C}_7\text{-C}_{24}$  alkaryl,  $\text{C}_4\text{-C}_{23}$  alkheteroaryl,~~ up to per-halosubstituted  $\text{C}_1\text{-C}_{10}$  alkyl, up to per-halosubstituted  $\text{C}_{2-10}$ -alkenyl, and up to per-halosubstituted  $\text{C}_3\text{-C}_{10}$  cycloalkyl, ~~up to per-halosubstituted  $\text{C}_6\text{-C}_{14}$  aryl and up to per-halosubstituted  $\text{C}_3\text{-C}_{13}$  heteroaryl,~~

wherein  $\text{Y}$  is  $-\text{O}-$ ,  $-\text{S}-$ ,  $-\text{N}(\text{R}^5)-$ ,  $-(\text{CH}_2)_m-$ ,  $-\text{C}(\text{O})-$ ,  $-\text{CH}(\text{OH})-$ ,  $-(\text{CH}_2)_m\text{O}-$ ,  $-\text{NR}^5\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})-$ ,  $-\text{C}(\text{O})\text{NR}^5-$ ,  $-(\text{CH}_2)_m\text{S}-$ ,  $-(\text{CH}_2)_m\text{N}(\text{R}^5)-$ ,  $-\text{O}(\text{CH}_2)_m-$ ,  $-\text{CHX}^a$ ,  $-\text{CX}^a_2-$ ,  $-\text{S}-(\text{CH}_2)_m-$  and  $-\text{N}(\text{R}^5)(\text{CH}_2)_m-$ ,  $m = 1-3$ , and  $\text{X}^a$  is halogen; and

$\text{Ar}$  is a phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, 5-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur which is unsubstituted or substituted by halogen up to per-halo and optionally substituted by  $\text{Z}_{n1}$ , wherein  $n1$  is 0 to 3 and each  $\text{Z}$  is independently selected from the group consisting of  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{R}^5$ ,  $=\text{O}$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{C}(\text{O})\text{R}^5$ ,  $-\text{NO}_2$ ,  $-\text{OR}^5$ ,  $-\text{SR}^5$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$ ,  $-\text{SO}_2\text{R}^5$ ,  $-\text{SO}_2\text{R}^5\text{R}^{5'}$ ,  $\text{C}_1\text{-C}_{10}$  alkyl,  $\text{C}_1\text{-C}_{10}$  alkoxy,  $\text{C}_3\text{-C}_{10}$  cycloalkyl,  ~~$\text{C}_6\text{-C}_{14}$  aryl,  $\text{C}_3\text{-C}_{13}$  heteroaryl,  $\text{C}_7\text{-C}_{24}$  alkaryl,  $\text{C}_4\text{-C}_{23}$  alkheteroaryl,~~ substituted  $\text{C}_1\text{-C}_{10}$  alkyl, substituted  $\text{C}_3\text{-C}_{10}$  cycloalkyl, ~~substituted  $\text{C}_7\text{-C}_{24}$  alkaryl and substituted  $\text{C}_4\text{-C}_{23}$  alkheteroaryl;~~ wherein if  $\text{Z}$  is a substituted group, it is

substituted by one or more substituents independently selected from the group consisting of  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $=\text{O}$ ,  $-\text{OR}^5$ ,  $-\text{SR}^5$ ,  $-\text{NO}_2$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$  and  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$ ,  $\text{C}_1\text{-C}_{10}$  alkyl,  $\text{C}_1\text{-C}_{10}$  alkoxy, and  $\text{C}_3\text{-C}_{10}$  cycloalkyl,  ~~$-\text{C}_3\text{-C}_{13}$  heteroaryl,  $\text{C}_6\text{-C}_{14}$  aryl,  $\text{C}_4\text{-C}_{24}$  alkheteroaryl, and  $\text{C}_7\text{-C}_{24}$  alkaryl.~~

56. A compound as in claim 55, wherein B is



wherein

Y is selected from the group consisting of  $-\text{O}-$ ,  $-\text{S}-$ ,  $-\text{CH}_2-$ ,  $-\text{SCH}_2-$ ,  $-\text{CH}_2\text{S}-$ ,  $-\text{CH}(\text{OH})-$ ,  $-\text{C}(\text{O})-$ ,  $-\text{CX}^a$ ,  $-\text{CX}^a\text{H}-$ ,  $-\text{CH}_2\text{O}-$ ,  $-\text{OCH}_2-$ ,

$\text{X}^a$  is halogen,

Q is ~~a six member aromatic structure containing 0-2 nitrogen~~, phenyl or pyridinyl substituted or unsubstituted by halogen, up to per-halosubstitution;

$Q^1$  is a ~~mono- or bicyclic aromatic structure of 3 to 10 carbon atoms and 0-4 members of the group consisting of N, O and S, unsubstituted or unsubstituted by halogen up to per-halosubstitution;~~ phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl,

$X^1$  is  $C_1$ - $C_4$  alkyl or halosubstituted  $C_1$ - $C_4$  alkyl up to per-halo,

$X$ ,  $Z$ ,  $n$  and  $n_1$  are as defined in claim 55, and  $s$  is 0 or 1.

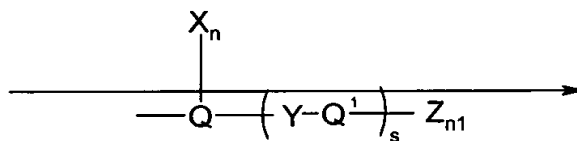
57. A compound as in claim 56, wherein

$Q$  is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

$Q^1$  is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, optionally substituted or unsubstituted by halogen, up to per-halo, ~~or  $Y-Q^1$  is phthalimidinyl substituted or unsubstituted by halogen up to per-halosubstitution;~~  $X^1$  is as defined in claim 56 and

~~$Z$  and  $X$  are independently~~  $Z$  is selected from the group consisting of  $-R^6$ ,  $-OR^6$  and  $-NHR^7$ , wherein  $R^6$  is hydrogen,  $C_1$ - $C_{10}$ -alkyl or  $C_3$ - $C_{10}$ -cycloalkyl and  $R^7$  is selected from the group consisting of hydrogen,  $C_3$ - $C_{10}$ -alkyl,  $C_3$ - $C_6$ -cycloalkyl and  $C_6$ - $C_{10}$ -aryl, wherein  $R^6$  and  $R^7$  can be substituted by halogen or up to per-halosubstitution.

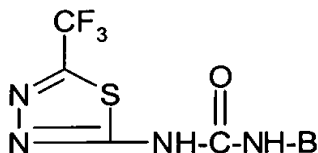
58. A compound as in claim 56, ~~wherein  $B$  is of the formula~~



wherein  $Q$  is phenyl optionally substituted by halogen up to per-halosubstitution,  $Q^1$  is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution,  $Y$  is  $-O-$  or  $-S-$ ,  $s=1$ ,  $n=$

$\theta$   $X^1$  is as defined in claim 56,  $n = 0$  or  $1$  and  $n1 = 0$ .

59. A compound as in claim 55, of the formula



wherein B is as defined in claim 55.

phenyl, pyridinyl, indolinyl, isoquinolinyl, quinolinyl, or naphthyl  
substituted by phenyl, pyridinyl or -Y-Ar,  
optionally substituted by halogen, up to per halo, and  
wherein each cyclic structure of B is optionally substituted by  $X^1_n$   
wherein  $n = 0-2$ ; each  $X^1$  is independently selected from the group consisting of -CN, -  
OR<sup>5</sup>, -NR<sup>5</sup>R<sup>5'</sup>, C<sub>1</sub>-C<sub>10</sub>-alkyl;  
-CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -C(O)R<sup>5</sup>,  
-NO<sub>2</sub>, -SR<sup>5</sup>, -NR<sup>5</sup>C(O)OR<sup>5</sup>, -NR<sup>5</sup>C(O)R<sup>5</sup>, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, and substituted C<sub>1</sub>-C<sub>10</sub> alkyl,  
substituted C<sub>2-10</sub>-alkenyl, substituted C<sub>1-10</sub>-alkoxy, and substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl,  
wherein R<sup>5</sup> and R<sup>5'</sup> are independently selected from H, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>2-10</sub>-alkenyl, C<sub>3</sub>-C<sub>10</sub>  
cycloalkyl, up to per-halosubstituted C<sub>1</sub>-C<sub>10</sub> alkyl, up to per-halosubstituted C<sub>2-10</sub>-alkenyl; up to  
per-halosubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl,  
wherein Y is -O-, -S-, -N(R<sup>5</sup>)-, -(CH<sub>2</sub>)<sub>m</sub>-, -C(O)-, -CH(OH)-, -(CH<sub>2</sub>)<sub>m</sub>O-,  
-NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5'</sup>-, -NR<sup>5</sup>C(O)-, -C(O)NR<sup>5</sup>-, -(CH<sub>2</sub>)<sub>m</sub>S-, -(CH<sub>2</sub>)<sub>m</sub>N(R<sup>5</sup>)-, -O(CH<sub>2</sub>)<sub>m</sub>-,  
-CHX<sup>a</sup>, -CX<sup>a</sup><sub>2</sub>-, -S-(CH<sub>2</sub>)<sub>m</sub>- and -N(R<sup>5</sup>)(CH<sub>2</sub>)<sub>m</sub>-, m = 1-3, and X<sup>a</sup> is halogen; and  
Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl,  
isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl,  
thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl,  
benzisoxazolyl, benzothiazolyl or benzisothiazolyl, which is unsubstituted or substituted by  
halogen up to per-halosubstitution and optionally substituted by Z<sub>n1</sub>, wherein n1 is 0 to 3 and  
each Z is independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)R<sup>5</sup>, =O, -



C(O)NR<sup>5</sup>R<sup>5'</sup>, -C(O)-NR<sup>5</sup>, -NO<sub>2</sub>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, -SO<sub>2</sub>R<sup>5</sup>, -SO<sub>2</sub>R<sup>5</sup>R<sup>5'</sup>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> alkoxy, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, substituted C<sub>1</sub>-C<sub>10</sub> alkyl, substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, =O, -OR<sup>5</sup>, -SR<sup>5</sup>, -NO<sub>2</sub>, -NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> alkoxy, and C<sub>3</sub>-C<sub>10</sub> cycloalkyl,

60. A compound as in claim 55 selected from the group consisting of:

*N*-(5-*tert*-Butyl-2-(1-thia-3,4-diazolyl))-*N'*-(3-(4-pyridinyl)thiophenyl)urea;

*N*-(5-*tert*-Butyl-2-(1-thia-3,4-diazolyl))-*N'*-(4-(4-pyridinyl)oxyphenyl)urea;

*N*-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(3-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;

*N*-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(4-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;

*N*-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(3-chloro-4-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;

*N*-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(2-chloro-4-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;

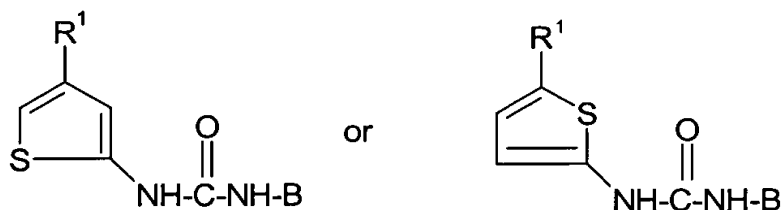
*N*-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(3-(4-pyridyl)thiophenyl) urea;

*N*-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(2-methyl-4-(4-(2-methylcarbamoyl)pyridyl)oxyphenyl) urea;

*N*-(5-(1,1-dimethylprop-1-yl)-2-(1-thia-3,4-diazolyl))-*N'*-(4-(3-carbamoylphenyl)oxyphenyl) urea;

and pharmaceutically acceptable salts thereof.

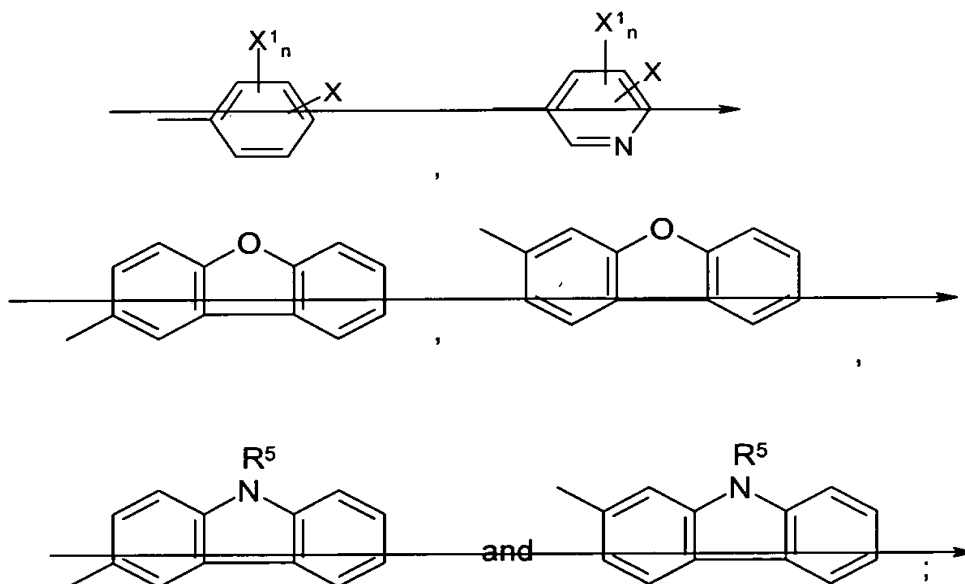
61. A compound of one of the formulae



wherein  $R^1$  is selected from the group consisting of halogen,  $C_3$ - $C_{10}$  alkyl,  $C_{1-13}$ -heteroaryl,  $C_{6-14}$ -aryl,  $C_{7-24}$ -alkaryl,  $C_3$ - $C_{10}$  cycloalkyl, up to per-halosubstituted  $C_1$ - $C_{10}$  alkyl, up to per-halosubstituted  $C_3$ - $C_{10}$  cycloalkyl, up to per-halosubstituted  $C_{1-13}$ -heteroaryl, up to per-halosubstituted  $C_{6-14}$ -aryl, and up to per-halosubstituted  $C_{7-24}$ -alkaryl;

B is phenyl, pyridinyl, indolinyl, isoquinolinyl, quinolinyl, or naphthyl  
substituted by phenyl, pyridinyl or -Y-Ar,

wherein the cyclic structures of B are optionally substituted by halogen, up to per halo,  
and optionally substituted by  $X^1_n$  an aromatic ring structure selected from the group consisting of



wherein  $n = 0-2$ ;

~~X is selected from the group consisting of, -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -C(O)R<sup>5</sup>, =O, -NO<sub>2</sub>, -SR<sup>5</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>3</sub>-C<sub>13</sub> heteroaryl, C<sub>4</sub>-C<sub>23</sub> alkheteroaryl, and substituted C<sub>1</sub>-C<sub>10</sub> alkyl, substituted C<sub>2-10</sub>-alkenyl, substituted C<sub>1-10</sub>-alkoxy, and substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, substituted C<sub>6</sub>-C<sub>14</sub> aryl, substituted C<sub>7</sub>-C<sub>24</sub> alkaryl, substituted C<sub>3</sub>-C<sub>13</sub> heteroaryl, substituted C<sub>4</sub>-C<sub>23</sub> alkheteroaryl, and -Y Ar,~~

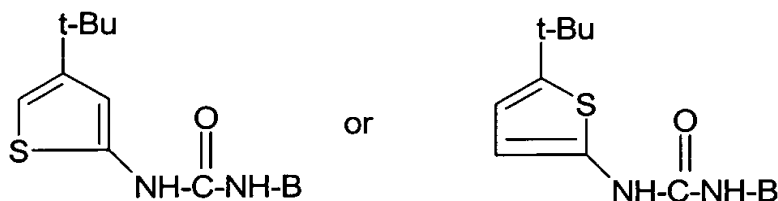
wherein R<sup>5</sup> and R<sup>5'</sup> are independently selected from H, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>2-10</sub>-alkenyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, ~~C<sub>6</sub>-C<sub>14</sub>-aryl, C<sub>2</sub>-C<sub>13</sub>-heteroaryl, C<sub>7</sub>-C<sub>24</sub>-alkaryl, C<sub>4</sub>-C<sub>23</sub>-alkheteroaryl~~, up to per-halosubstituted C<sub>1</sub>-C<sub>10</sub> alkyl, up to per-halosubstituted C<sub>2-10</sub>-alkenyl, and up to per-halosubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, ~~up to per-halosubstituted C<sub>6</sub>-C<sub>14</sub>-aryl and up to per-halosubstituted C<sub>2</sub>-C<sub>13</sub>-heteroaryl~~,

m = 1-3, and X<sup>a</sup> is halogen; and

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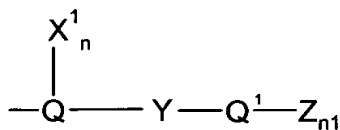
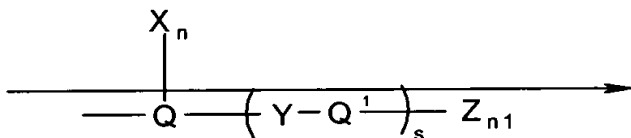
$\text{SO}_2\text{R}^5$ ,  $-\text{SO}_2\text{R}^5\text{R}^{5'}$ ,  $\text{C}_1\text{-C}_{10}$  alkyl,  $\text{C}_1\text{-C}_{10}$  alkoxy,  $\text{C}_3\text{-C}_{10}$  cycloalkyl,  ~~$\text{C}_6\text{-C}_{14}$  aryl,  $\text{C}_3\text{-C}_{13}$  heteroaryl,  $\text{C}_7\text{-C}_{24}$  alkaryl,  $\text{C}_4\text{-C}_{23}$  alkheteroaryl,~~ substituted  $\text{C}_1\text{-C}_{10}$  alkyl, substituted  $\text{C}_3\text{-C}_{10}$  cycloalkyl, ~~substituted  $\text{C}_7\text{-C}_{24}$  alkaryl and substituted  $\text{C}_4\text{-C}_{23}$  alkheteroaryl;~~ wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $=\text{O}$ ,  $-\text{OR}^5$ ,  $-\text{SR}^5$ ,  $-\text{NO}_2$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$ ,  $\text{C}_1\text{-C}_{10}$  alkyl,  $\text{C}_1\text{-C}_{10}$  alkoxy,  $[\text{Z}]$  and  $\text{C}_3\text{-C}_{10}$  cycloalkyl,  ~~$\text{C}_3\text{-C}_{13}$  heteroaryl,  $\text{C}_6\text{-C}_{14}$  aryl,  $\text{C}_4\text{-C}_{24}$  alkheteroaryl, and  $\text{C}_7\text{-C}_{24}$  alkaryl.~~

62. A compound of one of the formulae



wherein B is as defined in claim 61 1

63. A compound of claim 61, wherein B is



wherein

Y is selected from the group consisting of -O-, -S-, -CH<sub>2</sub>-, -SCH<sub>2</sub>-, -CH<sub>2</sub>S-, -CH(OH)-, -C(O)-, -CX<sup>a</sup><sub>2</sub>, -CX<sup>a</sup>H-, -CH<sub>2</sub>O- and -OCH<sub>2</sub>-,

X<sup>a</sup> is halogen,

Q is ~~a six member aromatic structure containing 0-2 nitrogen~~, phenyl or pyridinyl substituted or unsubstituted by halogen, up to per-halosubstitution;

Q<sup>1</sup> is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothieryl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, ~~a mono- or bicyclic aromatic structure of 3 to 10 carbon atoms and 0-4 members of the group consisting of N, O and S~~, unsubstituted or unsubstituted by halogen up to per-halosubstitution,

X<sup>1</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl or halosubstituted C<sub>1</sub>-C<sub>4</sub> alkyl up to per halo,

X, Z, n and n1 are as defined in claim 61 and s is 0 or 1.

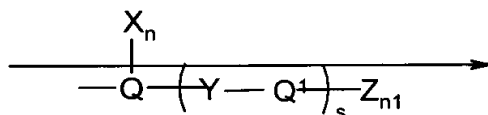
64. A compound of claim 63, wherein

Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

Q<sup>1</sup> is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, optionally substituted ~~or unsubstituted~~ by halogen, up to per-halo, ~~or Y-Q<sup>1</sup> is phthalimidinyl substituted or unsubstituted by halogen up to per-halosubstitution~~, X<sup>1</sup> is as defined in claim 63 and

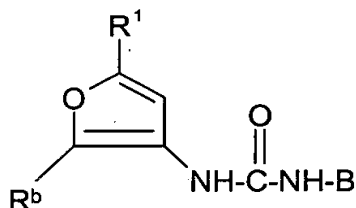
~~Z and X are independently~~ is selected from the group consisting of -R<sup>6</sup>, -OR<sup>6</sup> and -NHR<sup>7</sup>, wherein R<sup>6</sup> is hydrogen, C<sub>1</sub>-C<sub>10</sub>-alkyl or C<sub>3</sub>-C<sub>10</sub>-cycloalkyl and R<sup>7</sup> is selected from the group consisting of hydrogen, C<sub>3</sub>-C<sub>10</sub>-alkyl, and C<sub>3</sub>-C<sub>6</sub>-cycloalkyl ~~and C<sub>6</sub>-C<sub>10</sub>-aryl~~, wherein R<sup>6</sup> and R<sup>7</sup> can be substituted by halogen or up to per-halosubstitution.

65. A compound of claim 63,



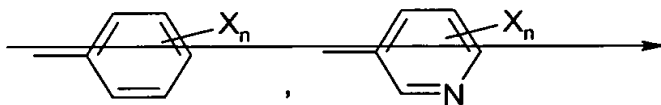
wherein Q is phenyl optionally substituted by halogen up to per-halosubstitution, Q<sup>1</sup> is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, and Y is -O- or -S-, X<sup>1</sup> is as defined in claim 63, n = 0 or 1, Z is -Cl, -CH<sub>3</sub>, -OH or OCH<sub>3</sub>, ~~n = 0~~, s = 0 or 1 and n1 = 0-2.

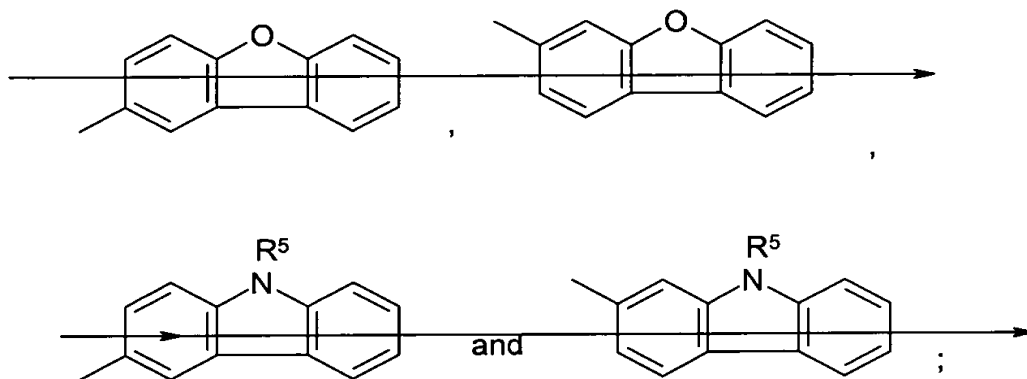
66. A compound of the formula



wherein R<sup>1</sup> is selected from the group consisting of ~~halogen, C<sub>3</sub>-C<sub>10</sub> C<sub>3</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>1-13</sub> heteroaryl, C<sub>6-14</sub> aryl, C<sub>7-24</sub> alkaryl~~, up to per-halosubstituted C<sub>1</sub>-C<sub>10</sub> C<sub>3</sub>-C<sub>6</sub> alkyl and up to per-halosubstituted C<sub>3</sub>-C<sub>10</sub> C<sub>3</sub>-C<sub>6</sub> cycloalkyl ~~up to per-halosubstituted C<sub>1-13</sub> heteroaryl, up to per-halosubstituted C<sub>6-14</sub> aryl, up to per-halosubstituted C<sub>7-24</sub> alkaryl~~; R<sup>b</sup> is ~~hydrogen or halogen~~ and

wherein B is phenyl, pyridinyl, indolinyl, isoquinolinyl, quinolinyl, or naphthyl substituted by phenyl, pyridinyl or -Y-Ar, wherein the cyclic structures of B are optionally substituted by halogen, up to per halo, and optionally substituted by X<sup>1</sup><sub>n</sub>, ~~wherein up to a tricyclic aromatic ring structure selected from the group consisting of~~





which is substituted or unsubstituted by halogen, up to per halosubstitution, and wherein

$n = 0-3$  and

each  $X$   $X^1$  is independently selected from the group consisting of  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{C}(\text{O})\text{R}^5$ ,  $-\text{NO}_2$ ,  $-\text{OR}^5$ ,  $-\text{SR}^5$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$ ,  $\text{C}_1\text{-C}_{10}$  alkyl,  $\text{C}_{2-10}$ -alkenyl,  $\text{C}_1\text{-C}_{10}$ -alkoxy,  $\text{C}_3\text{-C}_{10}$  cycloalkyl,  $\text{C}_6\text{-C}_{14}$ -aryl,  $\text{C}_7\text{-C}_{24}$ -alkaryl,  $\text{C}_3\text{-C}_{13}$ -heteroaryl,  $\text{C}_4\text{-C}_{23}$ -alkheteroaryl, and substituted  $\text{C}_1\text{-C}_{10}$  alkyl, substituted  $\text{C}_{2-10}$ -alkenyl, substituted  $\text{C}_1\text{-C}_{10}$ -alkoxy, and substituted  $\text{C}_3\text{-C}_{10}$  cycloalkyl, substituted  $\text{C}_4\text{-C}_{23}$ -alkheteroaryl and  $-\text{Y-Ar}$ ;

wherein if  $X$   $X^1$  is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{R}^5$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{OR}^5$ ,  $-\text{SR}^5$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $-\text{NO}_2$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$  and halogen up to per-halosubstitution;

wherein  $\text{R}^5$  and  $\text{R}^{5'}$  are independently selected from  $\text{H}$ ,  $\text{C}_1\text{-C}_{10}$  alkyl,  $\text{C}_{2-10}$ -alkenyl,  $\text{C}_3\text{-C}_{10}$  cycloalkyl,  $\text{C}_6\text{-C}_{14}$ -aryl,  $\text{C}_3\text{-C}_{13}$ -heteroaryl,  $\text{C}_7\text{-C}_{24}$ -alkaryl,  $\text{C}_4\text{-C}_{23}$ -alkheteroaryl, up to per-halosubstituted  $\text{C}_1\text{-C}_{10}$  alkyl, up to per-halosubstituted  $\text{C}_{2-10}$ -alkenyl; and up to per-halosubstituted  $\text{C}_3\text{-C}_{10}$  cycloalkyl, up to per-halosubstituted  $\text{C}_6\text{-C}_{14}$ -aryl and up to per-halosubstituted  $\text{C}_3\text{-C}_{13}$ -heteroaryl;

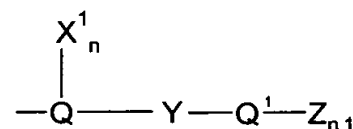
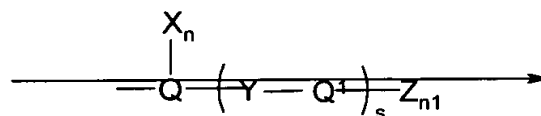
wherein  $\text{Y}$  is  $-\text{O}-$ ,  $-\text{S}-$ ,  $-\text{N}(\text{R}^5)-$ ,  $-(\text{CH}_2)_m-$ ,  $-\text{C}(\text{O})-$ ,  $-\text{CH}(\text{OH})-$ ,  $-(\text{CH}_2)_m\text{O}-$ ,  $-\text{NR}^5\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})-$ ,  $-\text{C}(\text{O})\text{NR}^5-$ ,  $-(\text{CH}_2)_m\text{S}-$ ,  $-(\text{CH}_2)_m\text{N}(\text{R}^5)-$ ,  $-\text{O}(\text{CH}_2)_m-$ ,  $-\text{CHX}^a$ ,  $-\text{CX}^a_2-$ ,  $-\text{S}-(\text{CH}_2)_m-$  and  $-\text{N}(\text{R}^5)(\text{CH}_2)_m-$ ,

$m = 1-3$ , and  $\text{X}^a$  is halogen; and

$\text{Ar}$  is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl,

isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, ~~benzisoxazolyl, benzothiazolyl or benzisothiazolyl, a 5-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur~~ which is unsubstituted or substituted by halogen up to per-halo and optionally substituted by  $Z_{n1}$ , wherein  $n1$  is 0 to 3 and each  $Z$  is independently selected from the group consisting of  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{R}^5$ ,  $=\text{O}$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{C}(\text{O})\text{R}^5$ ,  $-\text{NO}_2$ ,  $-\text{OR}^5$ ,  $-\text{SR}^5$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$ ,  $-\text{SO}_2\text{R}^5$ ,  $-\text{SO}_2\text{R}^5\text{R}^{5'}$ ,  $\text{C}_1\text{-C}_{10}$  alkyl,  $\text{C}_3\text{-C}_{10}$  cycloalkyl,  ~~$\text{C}_6\text{-C}_{14}$  aryl,  $\text{C}_3\text{-C}_{13}$  heteroaryl,  $\text{C}_7\text{-C}_{24}$  alkaryl,  $\text{C}_4\text{-C}_{23}$  alkheteroaryl~~, substituted  $\text{C}_1\text{-C}_{10}$  alkyl, substituted  $\text{C}_3\text{-C}_{10}$  cycloalkyl, ~~substituted  $\text{C}_7\text{-C}_{24}$  alkaryl and substituted  $\text{C}_4\text{-C}_{23}$  alkheteroaryl~~; wherein if  $Z$  is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $=\text{O}$ ,  $-\text{OR}^5$ ,  $-\text{SR}^5$ ,  $-\text{NO}_2$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$ ,  $\text{C}_1\text{-C}_{10}$  alkyl,  $\text{C}_1\text{-C}_{10}$  alkoxyl, and  $\text{C}_3\text{-C}_{10}$  cycloalkyl,  ~~$\text{C}_3\text{-C}_{13}$  heteroaryl,  $\text{C}_6\text{-C}_{14}$  aryl,  $\text{C}_4\text{-C}_{24}$  alkheteroaryl, and  $\text{C}_7\text{-C}_{24}$  alkaryl.~~

67. A compound of claim 66, wherein B is



wherein

$\text{Y}$  is selected from the group consisting of  $-\text{O}-$ ,  $-\text{S}-$ ,  $-\text{CH}_2-$ ,  $-\text{SCH}_2-$ ,  $-\text{CH}_2\text{S}-$ ,



-CH(OH)-, -C(O)-, -CX<sup>a</sup><sub>2</sub>, -CX<sup>a</sup>H-, -CH<sub>2</sub>O- and -OCH<sub>2</sub>-,

X<sup>a</sup> is halogen,

Q is phenyl or pyridinyl ~~a six member aromatic structure containing 0-2 nitrogen;~~  
substituted or unsubstituted by halogen, up to per-halosubstitution;

Q<sup>1</sup> is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, ~~a mono- or bicyclic aromatic structure of 3 to 10 carbon atoms and 0-4 members of the group consisting of N, O and S,~~ unsubstituted or unsubstituted by halogen up to per-halosubstitution,

X<sup>1</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl or halosubstituted C<sub>1</sub>-C<sub>4</sub> alkyl up to per halo, and

~~X, Z, n and n1 are as defined in claim 66 and s is 0 or 1.~~

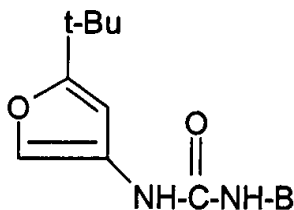
68. A compound of claim 67, wherein

Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

Q<sup>1</sup> is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, optionally ~~or unsubstituted~~ by halogen, up to per-halo, ~~or -Y-Q<sup>1</sup> is phthalimidinyl substituted or unsubstituted by halogen up to per-halosubstitution;~~ X<sup>1</sup> is as defined in claim 67 and

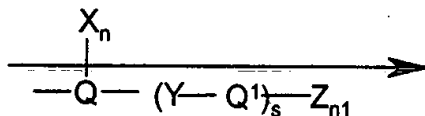
~~Z and X are independently~~ is selected from the group consisting of -R<sup>6</sup>, -OR<sup>6</sup> and -NHR<sup>7</sup>, wherein R<sup>6</sup> is hydrogen, C<sub>1</sub>-C<sub>10</sub>-alkyl or C<sub>3</sub>-C<sub>10</sub>-cycloalkyl and R<sup>7</sup> is selected from the group consisting of hydrogen, C<sub>3</sub>-C<sub>10</sub>-alkyl, and C<sub>3</sub>-C<sub>6</sub>-cycloalkyl ~~and C<sub>6</sub>-C<sub>10</sub>-aryl;~~ wherein R<sup>6</sup> and R<sup>7</sup> can be substituted by halogen or up to per-halosubstitution.

69. A compound of the formula



wherein B is as defined in claim 66 1.

70. A compound as in claim 67, ~~wherein B is of the formula~~



wherein Q is phenyl optionally substituted by halogen up to per-halosubstitution, Q<sup>1</sup> is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, and Y is -O- or -S-, X<sup>1</sup> is as defined in claim 67, Z is -Cl or -OCH<sub>3</sub>, n = 0, s = 0 and n<sup>1</sup> = 0-2.